

**BYLAWS
OF
LOCKELAND SPRINGS NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I
IDENTIFICATION**

Section 1.01 Name.

The name of this corporation shall be Lockeland Springs Neighborhood Association, Inc. (hereinafter “LSNA” or “Association”).

Section 1.02 Purpose.

The purpose of the Association shall be as follows:

- A. To operate as a non-profit corporation;
- B. To be an organized representative of the neighborhood;
- C. To foster and stimulate growth of a neighborhood identity, community, spirit, civic pride and unity;
- D. To provide an organization by which members may exercise greater control over the economic, political and social forces which influence the quality of life within the neighborhood;
- E. To encourage enforcement and maintenance of the zoning and regulatory ordinances which protect the integrity and character of the neighborhood;
- F. To encourage delivery of Metro services to the neighborhood;
- G. To educate the public of the historical and architectural significance of the neighborhood by engaging in non-profit activities in furtherance thereof; and
- H. To promote the general safety and welfare of the neighborhood by engaging in other non-profit activities in furtherance thereof.

Section 1.03 Neighborhood Boundaries.

The general neighborhood boundaries shall be set and described by the Planning Department of Metropolitan Nashville and Davidson County. Boundaries are currently described as follows: the east side of North and South 14th Streets from Shelby Avenue to Woodland Street; the north side of Woodland Street from North 14th Street to the intersection commonly known as “Five Points”; continuing west from Five Points on the north side of Clearview to Main Street; the west side of Main Street/Gallatin Road from Clearview to Seymour Avenue; the north side of Eastland Avenue as the northern boundary, but also including the area bounded by Eastland Avenue and the west side of Gallatin Road; the north side of Seymour Avenue and the east side

of North 14th Street; Shelby Park and North and South 20th Street from Eastland Avenue to Shelby Avenue as the boundary to the east; and the south side of Shelby Avenue from Shelby Park to South 14th Street as the boundary to the south.

ARTICLE II MEMBERSHIP

Section 2.01 Members.

A. Qualifications

Members of the Association may be natural persons residing within or outside the neighborhood boundaries, as described in Section 1.03 hereof, or businesses or associations located within or outside the neighborhood boundaries, as described in Section 1.03 hereof. Members of the Association at the time of the adoption of these amendments to the Bylaws shall remain Members so long as they pay their dues, as described in Section 2.02 hereof, notwithstanding their residency.

B. Resident Members

Any person eighteen (18) years of age or older whose principal residence is within the neighborhood boundaries, as described in Section 1.03 hereof, and any business or association located within the neighborhood boundaries, as described in Section 1.03 hereof, may become a Resident Member of the Association upon the payment of dues as described in Section 2.02 hereof. A Resident Member shall be entitled to vote at the next regularly scheduled membership meeting following the payment of dues.

C. Nonresident Members

Any person eighteen (18) years of age or older whose principal residence is not within the neighborhood boundaries, as described in Section 1.03 hereof, and any business or association not located within the neighborhood boundaries, as described in Section 1.03 hereof, may become a Nonresident Member of the Association upon: (i) payment of dues as described in Section 2.02 hereof; (ii) application to the Board of Directors (hereinafter "Board"); and (iii) approval of the application by a simple majority of Board members present.

Section 2.02 Dues.

From time to time, the Board shall review the dues schedule then in effect and make such adjustments as the Board, in its discretion, shall determine appropriate.

Section 2.03 Voting.

Any Member who has paid dues is entitled to vote as described in Section 2.01 above. Each individual or family member is entitled to one (1) vote. In the case of a family membership, each adult over the age of eighteen (18) is entitled to one (1) vote. Business or association Resident and Nonresident Members are entitled to one (1) vote, as described in section 2.01 above.

**ARTICLE III
MEETINGS OF THE MEMBERS**

Section 3.01 Meetings.

Meetings shall be held at such time and place as shall be designated from time to time by the Board.

Section 3.02 Quorum.

A body of not less than fifteen percent (15%) of the total membership shall constitute a quorum. A meeting having less than a quorum may be adjourned at the discretion of the Board.

Section 3.03 General Election.

A general election shall be held at the membership meeting in November of each year to elect to the Board Officers and/or Directors at Large to fill any expiring terms and to fill any present vacancies on the Board.

Section 3.04 Proxies.

No Member may vote by proxy at any meeting.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.01 Authority.

The Board shall control, govern, manage, and supervise the activities, affairs, business and property of the Association. The Board shall determine the policies of the Association and shall actively pursue the corporate purposes and goals described in Section 1.02 hereof.

Section 4.02 Composition of the Board of Directors.

The Board of Directors shall consist of the four (4) Officers of the Association as set forth in Section 6.01 hereinbelow and not less than five (5) nor more than twenty (20) Directors at Large (hereinafter "Directors") elected by the membership. The President of the Association shall be the Chairperson of the Board.

Section 4.03 Quorum.

A majority of the Board shall constitute a quorum.

Section 4.04 Meetings.

The Board shall meet no less than once a month at a time and place to be designated, from time to time, by a majority of the Board. The monthly meeting of the Board may be held without any specific period of prior notice to the members of the Board. Special meetings of the Board may be called by any two (2) Directors or by the Chairperson upon one (1) days' notice to the Board.

ARTICLE V OFFICERS

Section 5.01 Officers.

The four (4) Officers of the Association shall be the President, Vice-President/President-Elect, Secretary, and Treasurer.

Section 5.02 Election and Term.

The Officers of the Association shall be elected at the general election held in November and shall serve the term designated for the position as set forth in Sections 5.05 through 5.08 hereof. Any officer, except the President, may be a candidate for reelection to succeed himself/herself.

Section 5.03 Removal.

Any Officer may be removed from the Board by a majority vote of the Board whenever, in the Board's judgment, the best interests of the Association would be served by removal of the officer. Such removal shall be undertaken only in the most extreme situations.

Section 5.04 Vacancies.

Any vacancy that occurs prior to the expiration of an Officer's term shall be filled by appointment by the Board.

Section 5.05 President.

The President shall serve a term of one (1) year. The President shall be the principal officer of the Association and shall in general supervise the business affairs of the Association and carry out the orders and resolutions of the Board of Directors. The President shall preside at all meetings of the Association and shall be Chairperson of the Board of Directors.

Section 5.06 Vice-President/President-Elect.

The Vice-President/President-Elect shall serve a term of one (1) year and at the conclusion of said term, shall become the President for a term of one (1) year. The Vice-President/President-Elect shall preside at any meeting of the Association in the absence of the President. The Vice-President/President-Elect shall succeed the President if the President is unable to finish out his or her term in office. The Vice-President/President-Elect shall assist the President in the program of

the meetings and perform such other duties as may be delegated and/or deemed necessary from time to time.

Section 5.07 Secretary.

The Secretary shall serve a term of one (1) year which. The Secretary shall keep the minutes and record the votes of the meetings of the Members and of the Board in books provided for that purpose. The minutes of the previous meeting shall be read to the Board at the beginning of the next Board meeting and shall be ratified by the Board. The Secretary shall give or cause to be given notice of all special meetings of the Board. The Secretary shall be custodian of the corporate records and shall perform all duties accrued by the office and other duties so designated.

Section 5.08 Treasurer.

The Treasurer shall serve a term of one (1) year. The Treasurer shall have charge and custody of and be responsible for all funds of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association. The Treasurer shall render to the President and the Board, on a quarterly basis, an account of all transactions of and the financial condition of the Association. The Treasurer shall prepare an annual budget for the Association to be presented for approval by majority vote of the Board and presented to the general membership upon its approval. The Treasurer shall perform other duties accrued by the office and other duties so designated.

ARTICLE VI DIRECTORS AT LARGE

Section 6.01 Duties.

The Directors at Large shall assist the Board in accomplishing the purposes and goals of the Association as described in Section 1.02 hereof. The Directors shall discharge their duties in good faith and with the degree of diligence, skill and care which prudent persons in like positions would exercise under similar circumstances.

Section 6.02 Election and Term.

The Directors shall be elected at the general election and shall each serve a term of one (1) year. Directors shall be elected by a plurality of the votes cast at the general election. Any Director may be a candidate for re-election to succeed himself/herself.

Section 6.03 Removal.

Any Director may be removed by recommendation of the Board and by a majority vote of the Board whenever, in the Board's judgment, the best interests of the Association would be served by removal of the Director. Such removal shall be undertaken only in the most extreme situations.

Section 6.04 Vacancies.

Any vacancy that occurs prior to the expiration of a Director's term shall be filled by appointment by the Board after soliciting a replacement Director at the next regular membership meeting. The person succeeding to the vacant position shall serve the remaining term of his/her predecessor and may be a candidate for re-election to succeed himself/herself.

Section 6.05 Additional Directors At Large.

The Board shall have the discretion, from time to time, to increase the number of Directors. Additional Directors shall be added in the manner of filling vacancies for Directors as set forth in Section 6.04 hereof.

ARTICLE VII COMMITTEES

Section 7.01 Authority of Chairperson.

The Chairperson of the Board shall designate such committees as he/she sees fit and delegate such authority as he/she sees fit to said committees. Committees may include, without limitation:

- Christmas Tour of Homes
- Community Services Committee
- Crime and Safety Committee
- Membership Committee
- Publicity and/or Public Relations Committee
- Zoning and Codes Committee

Each Committee so designated and delegated shall include at least one (1) Director. Each Committee shall be authorized to expend funds not in excess of one hundred dollars (\$100.00) for ordinary and routine expenses relating to the activities of the Committee. Any expenditures in excess of this amount must be approved by a majority vote of the Board as set forth in Section 8.02 below.

Section 7.02 Executive Committee.

The Executive Committee shall be a standing committee and shall consist of the four (4) Officers of the Association. The Executive Committee shall make the ordinary and routine decisions of the Association which do not require the approval of the Board. The Executive Committee shall be authorized to expend funds not in excess of two hundred dollars (\$200.00) for ordinary and routine expenses of the Association. Any expenditures in excess of this amount must be approved by a majority vote of the Board as set forth in Section 8.02 below.

Section 7.03 Nominating Committee.

No less than sixty (60) days prior to the general election, the Chairperson shall appoint a Nominating Committee which shall provide to the Board, no later than thirty (30) days prior to the general election, a list of nominees interested in filling any Officer and/or Director positions. Additional nominations shall be allowed upon duly seconded motion at the November membership meeting.

ARTICLE VIII BOOKS, RECORDS AND CONTRACTS

Section 8.01 Books and Records.

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the membership and Board meetings. The Association shall also keep a record giving the names and addresses of all Members of the Association. The books and records shall be kept at the Association's principal office or at the residence of the Vice-President/President-Elect. Any Member may inspect all books and records of the Association at any time upon any reasonable request in writing to the Board.

Section 8.02 Contracts.

The Board may authorize any Officer or Officers, agent or agents of the Association, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association. Any such exercise of authority which involves property or funds of the Association in excess of two hundred dollars (\$200.00) shall be approved by a majority vote of the Board.

ARTICLE IX DISPOSITION OF ASSETS

Section 9.01 Disposition upon dissolution.

Upon dissolution of the Association, any remaining assets shall be distributed to a not-for-profit organization involved in the rehabilitation of a public property within the neighborhood, and if no such organization exists, to a recognized not-for-profit organization or charity which serves the residents of the neighborhood. The decision regarding the distribution of the remaining assets shall be made by the Board and approved by a majority vote of the membership.

**ARTICLE X
AMENDMENTS**

Section 10.01 Amendments to Bylaws.

The Bylaws of the Association may be amended as deemed necessary by the Board upon approval by a majority vote of the membership.

Section 10.02 Proposal of Amendments to Bylaws.

Amendments to the Bylaws shall be proposed by the Board to the membership at least thirty (30) days prior to a vote on said amendments by the membership.

Section 10.03 Adoption or Rejection of Amendments to Bylaws.

The Members shall vote upon any proposed amendment to the Bylaws and may approve or reject the amendment by a simple majority of Members present and entitled to vote.

Approved this _____ day of _____, 2006.