



## **Winston-Salem Neighborhood Watch Association**

### **BYLAWS**

#### **Article I – Name of Association**

**Section 1:** The name of the organization shall be the Winston-Salem Neighborhood Watch Association (Association). The Association is a 501(c)(3) Non-Profit Organization and abides by all rules and regulations set forth by the IRS and North Carolina law.

#### **Article II – Purpose of the Association**

**Section 1:** The purpose of the Association is to collaborate with the Winston-Salem Police Department (WSPD) to make communities safer.

**Section 2:** The Association will foster and strengthen a culture of trust, mutual support, and open communication between citizens and the WSPD.

**Section 3:** The Association will provide crime prevention information, education, and access to training for its participants.

#### **Article III – Participation in the Association**

**Section 1:** Participation in the Association is open to any citizen (18 or older) within the Winston-Salem city limits.

#### **Article IV – Association Executive Board of Directors**

**Section 1:** Role of Executive Board of Directors (Board)

1. The Board shall provide leadership and direction for the Association to accomplish its objectives

**Section 2:** Qualifications for Board Member

1. Any participant in the Association can apply, or be nominated, to serve in a Board position.
2. All persons under consideration for a leadership position must successfully pass a criminal background check which will be processed by the WSPD NW Coordinator (NW Coordinator).
3. Applications and nominations for Board positions should be made during the month of December.
  - a. Applications and nominations are to be submitted to the NW Coordinator to be vetted.

4. All vetted and qualified nominations and applications shall be sent to the Board for review and consideration as a candidate for Board membership.

**Section 3: Number of Board members**

1. The Board shall consist of twelve members comprised of at least two (2) members from each of the WSPD Districts.

**Section 4: Board Engagement**

1. Board members are expected to attend both Board meetings and Association meetings.
2. Board members are expected to actively participate in NW activities and events.

**Section 5: Removal of Board Members**

1. Any Board member may be removed at any time with or without cause by a two-thirds (2/3) vote of the Board.
2. If a Board member misses more than 75% of both monthly Board and Association meetings without prior notification to the President, Vice-President, or Secretary, that Board member shall be removed from the Board by a two-thirds (2/3) vote of the Board. Unless there is an emergency situation, notification shall be at least 24 hours prior to the meeting. The Secretary is responsible for keeping a record of Board member attendance.

**Section 6: Association Officers**

1. Four officers (President, Vice-President, Secretary, and Treasurer) shall be elected from the Board.
  - a. President
    - i. The President shall prepare an agenda for all Board meetings and Association meetings.
    - ii. The President shall be responsible for presiding at all Board and Association meetings.
    - iii. The President (or designee) shall be responsible for notifying participants about upcoming Board and Association meetings.
  - b. Vice-President
    - i. The Vice-President shall be responsible for assisting the President
    - ii. The Vice-President shall preside over meetings in the President's absence.
  - c. Secretary
    - i. The Secretary shall be responsible for taking minutes of all meetings.
    - ii. The Secretary shall submit all meeting minutes to the President for approval.
    - iii. Following approval by the President, the Secretary shall disseminate the minutes to all Board members.
    - iv. The Secretary shall maintain an up-to-date list of Association participants.
    - v. The Secretary shall be responsible for maintaining attendance records for Board and Association meetings.
    - vi. The Secretary shall be responsible for assisting the President with communications.

- d. Treasurer
  - i. The Treasurer shall oversee and be responsible for the safe keeping and management of all funds, securities, and financial records of the Association and advise on fundraising.
  - ii. The Treasurer shall be responsible for preparing, filing, and maintaining all state and federal tax forms and records required of the Association.

#### **Section 7: Election of Officers**

1. Each officer shall be chosen by a majority vote of the Board.
2. In-Person attendee voting will be by secret ballot.
3. Virtual attendee voting will be by private message to the NW Coordinator.
4. In-person secret ballots will be counted by the NW Coordinator and one (1) current officer not running for election.

#### **Section 8: Terms of Office**

1. The term of office for Board members and officers shall be two (2) consecutive three (3) year terms.
2. At the end of two (2) consecutive three (3) year terms, Board members and officers will be eligible for reelection.

#### **Section 9: Board Vacancies**

1. The Board is responsible for filling any vacant Board member position resulting from a board member's death, resignation, removal, or disqualification, or any other cause, and shall fill that position in a timely manner.
2. Any participants of the Association can apply, or be nominated, as a candidate to fill a vacant Board member's position. Qualifications are the same as those outlined in Article IV Section 2.
3. Requests for consideration as a candidate for election to a vacant Board member position can be completed by application or nomination.
  - a. Applications and nominations for candidates to fill the vacant Board member position can be accepted for a period of three (3) weeks after the next Association meeting held after a Board vacancy occurs.
  - b. Applications and/or nominations shall be submitted to the NW Coordinator to be vetted.
4. After qualified applicants have been vetted, the vacancy shall be filled by a majority vote of the Board.
5. The term of office for a Board member or officer elected to fill a vacant position shall be the unexpired portion of the term of office for the vacated position.

## **Section 10: Conflict of Interest, Confidentiality, and Fiduciary Responsibility**

1. Board members are expected to commit themselves to the highest level of ethical and professional conduct. Board members of the Association shall exercise the utmost good faith and common sense in all transactions touching upon their duties to the Association. Whenever a Board member has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
2. All Board members are required to sign a Fiduciary Responsibility Agreement.

## **Section 11: Quorum**

1. A majority of the number of Board members shall constitute a quorum for the transaction of any business at any meeting of the Board. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. Voting in elections or for amendments to the Bylaws must be by a two-thirds (2/3) vote.
2. Voting method (ex. written ballot, voice, show of hands, virtual chat) will be determined by the President or their designee.
3. Board members must be present at a meeting to vote.

## **Section 12: Rules of Order**

1. All Board meetings will be conducted under the guidelines set forth in Robert's Rules of Order.

## **Article V – Association and Board Meetings**

**Section 1:** The Association shall hold at least nine (9) monthly Association meetings per calendar year. Meetings are open to all current Association participants, prospective participants, and guests.

1. Notifications of participants about upcoming meetings
  - a. Association participants shall be notified by email about upcoming meetings.
  - b. Information about upcoming meetings will be posted on the Association website.
2. Motions made and seconded by participants at Association meetings shall be referred to the Board for consideration.

**Section 2:** The Board will meet prior to each Association meeting.

1. The Board can call unscheduled special meetings if Association business needs to be addressed between scheduled meetings.

**Section 3:** Format of Meetings

1. Board and Association meetings may be conducted utilizing in-person, virtual, or hybrid formats
2. Meeting format may change due to a variety of circumstances including, but not limited to, community health (ex. pandemic) or weather-related situations (ex. natural disaster).
3. Decisions regarding meeting format will be made by the Board in order to safely and effectively continue the business of the Association and prioritize community need.

**Section 4:** Fiscal Year

1. The fiscal year of the Association shall be the calendar year unless changed by two-thirds (2/3) vote of the Board.

## **Article VI – Bylaws Amendments**

**Section 1:** The Board may propose amendments to the Association Bylaws

1. Proposed amendments to the Bylaws will be distributed at least two (2) weeks prior to a vote on the amendment.
2. Bylaws amendments can be approved and become effective immediately by a two-thirds (2/3) vote of the Board at any regular or special meeting of the Board.

## **Article VII – Committees**

**Section 1:** The President may establish committees and name a chairperson and members for a committee whenever the need arises.

## **Article VIII – Dissolution**

**Section 1:** In the event of dissolution, guidelines outlined in the Articles of Incorporation (Addendum A) shall be adhered to.