



**Neighborhood Residents Council (NRC) By-Laws**  
Approved by the BCA Board of Directors  
September 7, 2010

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## **Article I. Name and Authority**

**Section 1.1.** The name of the organization shall be the “Neighborhood Residents Council of Brandermill” (hereinafter referred to as “NRC”).

**Section 1.2.** The authority of this organization devolves from the Board of Directors (hereinafter referred to as “BCA Board”) of the Brandermill Community Association (hereinafter referred to as “BCA”) as a charged standing committee of that body.

**Section 1.3.** Governance of the NRC shall be determined by these By-Laws, the BCA Charter for the NRC (hereinafter referred to as the “Charter”), the BCA General Policies for Committee Operations, and the BCA By-Laws. In the event of conflict between these By-Laws and the BCA Charter, the BCA General Policies for Committee Operations and/or the BCA By-Laws, the latter BCA documents shall rule.

## **Article II. Purpose**

The purpose of the NRC shall be as stated in its charter as approved by the BCA Board.

## **Article III. Objectives**

**Section 3.1.** To provide an organizational entity to serve as advocate for all Brandermill neighborhoods to the BCA Board and BCA Staff.

**Section 3.2.** To determine and convey matters of neighborhood or community importance to and from the BCA Board.

**Section 3.3.** Other objectives of the NRC shall be as stated in its charter as approved by the BCA Board.

## **Article IV. Status**

**Section 4.1.** The NRC shall be a non-profit organization operated exclusively for the objectives and purposes specified in its charter as approved by the BCA Board.

**Section 4.2.** Members of the NRC shall not receive any stated compensation for their services. The BCA Board may authorize reimbursement of expenses to NRC Officers and appointive officials incurred in the performance of their duties, subject to prior approval or as authorized by budget.

**Section 4.3.** Nothing herein shall constitute members of the NRC as partners for any purpose. No member, officer, or agent of the NRC shall be liable for actions or failure to act under these By-Laws, excepting willful misfeasance.

**Section 4.4.** In the event of dissolution of the NRC and after discharge of all its liabilities, all remaining assets shall revert back to the BCA.

## **Article V. Membership**

**Section 5.1.** A neighborhood shall be defined as those listed in the Brandermill Directory.

**Section 5.2.** Each Brandermill neighborhood shall be represented by one or more residents of that neighborhood. The resident representing a Brandermill neighborhood shall be a member of the NRC and will be referred to as a “NRC Representative”. NRC Representatives may be elected by fellow neighbors of that neighborhood, self-nominated, or recruited by the NRC.

**Section 5.3.** NRC Representatives serve at the pleasure of their neighbors and themselves. If a NRC Representative resigns, it is expected that:

- A. A replacement will be selected according to Section 5.2 above,
- B. The chairs of the NRC and its Membership Committee will be immediately notified, and
- C. All neighborhood information used to communicate with residents of that neighborhood (including electronic e-mail databases) be released to the chair of the NRC and/or another NRC Representative of that same neighborhood so as to ensure continuity of communication with neighborhood residents.

**Section 5.4.** A neighborhood may have more than one NRC Representative. In the case where there is more than one NRC Representative, the NRC Representatives shall form to create a team (hereinafter referenced as “NRC Neighborhood Team”) and work together to represent their neighborhood.

**Section 5.5.** The role and responsibilities of each NRC Representative will include:

- A. Ensuring everyone in the neighborhood is aware of his/her participation as a NRC Representative.
- B. Educating neighbors of the role of the NRC (as stated in its BCA charter) within the BCA organizational structure.
- C. Representing his/her neighborhood at all NRC meetings and if unable to attend, ensuring a delegate from their neighborhood is present to represent the neighborhood at NRC meetings.
- D. Following up to determine the outcome of any NRC meeting if he/she was unable to attend.
- E. Keeping informed and communicating the needs and concerns of residents within his/her neighborhood to the NRC.

F. Organizing neighborhood meetings as needed to gather information from residents and representing his/her neighborhood's views on matters concerning proposed initiatives and decisions affecting the Brandermill community.

G. Disseminating information from the BCA Board or NRC to the residents in his/her neighborhood.

H. Attempting to attend at least one BCA Board meeting per year to become familiar with the workings of the BCA.

I. Working to stimulate participation in neighborhood and community-wide activities.

**Section 5.6.** No member, officer, or agent shall use his or her position or title as a Neighborhood Representative to endorse in the name of the NRC (pro or con) any question, campaign or movement not already approved by the NRC or by a majority vote of its Board of Officers. For violation of this section, the Board of Officers, by unanimous vote, may remove said member, after member has been given an opportunity to be heard.

## **Article VI. Voting**

**Section 6.1.** NRC Representatives who are members of a NRC Neighborhood Team shall select a NRC Representative who is a member of their NRC Neighborhood Team to vote on behalf of their neighborhood.

**Section 6.2.** Only NRC Representatives may vote on questions brought before the NRC, and only one (1) vote is allowed per neighborhood.

**Section 6.3.** There shall be no proxy voting.

**Section 6.4.** A simple majority of those members present shall decide any question coming before the NRC, excepting a two-thirds (2/3) majority of those members present is required to pass NRC By-Law changes or amendments.

**Section 6.5.** Fifteen percent (15%) of the Brandermill neighborhoods represented shall constitute a quorum at any meeting of the NRC for voting purposes.

## **Article VII. Administration**

**Section 7.1.** The activities of the NRC shall be directed by a Board of Officers. The Board of Officers shall be composed of an elected Chair, First Vice Chair, Second Vice Chair, Secretary, Treasurer, and Chairs of each standing committee.

**Section 7.2.** The Board of Officers' terms shall begin upon election or appointment and continue until the following Annual Election which is to be held during the Annual Meeting.

**Section 7.3.** The fiscal year for the NRC shall be the 12-month period beginning January 1 and ending December 31.

**Section 7.4.** The Annual Meeting of the NRC shall be held on such date during January of each year as shall be fixed yearly by a resolution of the NRC Board of Officers. Such annual meetings shall be held for the purpose of electing NRC officers and for the transaction of such other business as may come before the meeting.

**Section 7.5.** The Board of Officers shall:

- A. Have supervision, control, and direction of the NRC,
- B. Shall determine NRC policies within the limits of these By-Laws, and
- C. Shall have discretion in the disbursement of its BCA Board approved funds, which will be used to accomplish the goals and objectives as stated in its BCA Charter.

**Section 7.6.** The Board of Officers shall meet upon the call of the Chair or called by the majority of the Board of Officers. Three (3) days notice of such a meeting shall be posted publicly in the Brandermill community.

**Section 7.7.** A simple majority of the Board of Officers shall constitute a quorum at any meeting of the Board of Officers.

**Section 7.8.** All questions coming before the Board of Officers shall be decided by a majority vote of the Board of Officers present unless otherwise stated, and each Officer present shall be entitled to one vote. Proxy voting shall not be permitted.

**Section 7.9.** Any member of the Board of Officers who fails to attend more than two (2) consecutive meetings without prior approval of the Chair shall be removed from office, after having been given an opportunity to be heard and contingent upon approval by a majority vote of the remaining members of the Board of Officers.

**Section 7.10.** The Board of Officers will prepare and submit an annual budget and annual work plan for the upcoming year in support of NRC activities. The NRC Treasurer will submit the proposed annual budget to the BCA Community Manager and the BCA Finance Committee by June 30 of each year.

**Section 7.11.** Officers serving the preceding year may be appointed to the Board of Officers by the Chair in an ex-officio advisory capacity. In such a capacity, these past officers shall not be included in determining if quorum is reached and do not have the right to vote.

**Section 7.13.** Vacancies to the Board shall be filled by a majority vote of the Board of Officers within forty-five (45) days of the vacancy. All persons selected in this manner, i.e., not elected by the NRC membership at its Annual Meeting, must be also be approved by the BCA Directors before officially assuming the office.

## **Article VIII. Duties of Officers**

### **Section 8.1.** The Chair shall:

A. Be the chief executive officer and shall preside at meetings of the NRC and of the Board of Officers, and

B. Be a member ex-officio of all NRC committees, except the Nomination Committee, and shall have one (1) vote at said committees, unless the action by the committee needs to be voted upon by the Board of Officers.

### **Section 8.2.** The First Vice Chair shall:

A. Be the NRC Officer to attend regular monthly BCA Board meetings,

B. Facilitate communications between the NRC and the BCA Board. Duties include presentation of problems, concerns, or issues to the BCA Board from the NRC,

C. Summarize BCA Board meetings and report back to the NRC, and

D. Shall also perform the duties of the Chair in the absence of the Chair. In the case of a Chair vacancy, the First Vice Chair shall perform these duties until a new Chair is selected as stated in Section 6.11.

### **Section 8.3.** The Second Vice Chair shall:

A. Be the NRC Officer charged with planning regular meeting programs, including scheduling the meeting location and ensuring the meeting space is set up according to program requirements, and

B. Assist NRC Representatives to set up neighborhood meetings.

### **Section 8.4.** The Secretary shall:

A. Give notice of and attend all meetings of the NRC and of the Board of Officers,

B. Shall keep a record of all proceedings,

C. Prepare correspondence and maintain files and records pertaining to the NRC, and

D. Send the NRC's approved minutes to the NRC Chair who will review and then send them to the BCA Community Manager.

### **Section 8.5.** Treasurer shall:

A. Maintain a record of all receipts and disbursements authorized by the Board of Officers,

B. Obtain a current record of the NRC's budget status from the BCA Accounting Office, shall notify the Chair of any variances, and recommend needed corrective action, if necessary,

C. Make financial reports at the NRC Annual Meeting and at other NRC meetings when called for by the Chair or the Board of Officers,

D. Shall attend BCA Finance Committee meetings and the BCA Board budget workshops when possible, and communicate actions and concerns to the NRC and its Board of Officers.

All funds, books, records, and the like shall at all times be subject to the inspection and verification by the Board of Officers or by an auditor appointed by the BCA.

## **Article IX. Committees**

**Section 9.1.** Each newly elected Board of Officers shall annually appoint such Standing Committee Chairs as required, and Task Forces (non-standing committees) shall be appointed and organized as the Chair may deem necessary or advisable.

**Section 9.2.** The Chair of each Standing Committee shall become a voting member of the Board of Officers and is empowered to appoint additional members to the Committee as needed. The names of the Committee appointees, which shall be promptly reported to the Secretary, shall be entered into the minutes of the next regularly scheduled meeting.

### **Section 9.3.** Standing Committees

A. Communications Committee. This committee shall:

1. Be responsible for implementing the technological aspects of communication plans in fulfilling the purpose and objectives of the NRC as stated in its BCA Charter and in these By-Laws,

2. Oversee the maintenance and updating of the NRC web site and databases,  
and

3. Develop technologies that will further enhance communications between Brandermill residents, the NRC, and the BCA Board, as approved by the NRC Board of Officers.

B. Membership Committee. This committee shall:

1. Be responsible for developing and implementing plans and events to recruit resident representation for each Brandermill neighborhood,

2. Organize and update membership materials, including but not limited to, new member packets and member name badges, and

3. Maintain a current list of NRC Representatives and NRC Neighborhood Teams, their meeting attendance, and

4. Report membership updates to NRC Chair, NRC Communications Chair, and the BCA Community Manager.

## **Article X. Regular Meetings**

**Section 10.1.** Unless otherwise decided by the Board of Officers, regular meetings of the NRC shall be held at least quarterly, the date to be determined by the Board of Officers and at such times as is satisfactory to the majority of the members.

**Section 10.2.** The time and place of each meeting will be communicated at least ten (10) days prior to the regular meeting. Notice of the regular meeting shall be posted on the NRC web site ([www.BrandermillNRC.com](http://www.BrandermillNRC.com)), sent electronically to all NRC members, and posted publicly in Brandermill.

**Section 10.3.** The rules contained in *Robert's Rules of Order Newly Revised* shall govern the NRC in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, the BCA General Policies for Committee Operations, the BCA By-Laws, and any special rules of order the NRC may adopt.

## **Article XI. Nomination and Election of Officers**

**Section 11.1.** The Chair shall appoint a Nomination Committee of no less than three (3) and no more than five (5) members to nominate candidates for the elective offices at forty-five (45) days prior to the Annual Meeting. The Chair may not serve on the Nomination Committee.

**Section 11.2.** The Chair of the Nomination Committee shall be elected by members of the Nomination Committee and present the nominations to the NRC Secretary in writing. The nominations shall also be communicated electronically to all NRC Representatives and be posted on the NRC web site ([www.BrandermillNRC.com](http://www.BrandermillNRC.com)) at least ten (10) days prior to the Annual Election to be held at the Annual Meeting.

**Section 11.3.** At the Annual Election, the recommended slate shall be read as a motion by the Chair of the Nomination Committee. Upon the motion being seconded, the NRC Chair will ask for additional nominations from the floor.

A. If unopposed, voting may be by a show of hands or by voice acclamation.

B. If any office is opposed, a motion must be made and carried to remove that office from the recommended slate, whereupon it will be voted upon separately. The balance of the unopposed offices may be voted upon collectively as an amended slate.

The Secretary shall record the election results.

**Section 11.4.** At the completion of voting, the newly elected officers shall assume their place and duties. The new Chair may announce any appointed committee chairmanships.

**Section 11.5.** The elective officers shall be the Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer. Each elected officer shall take office at the Annual Election and shall serve for one (1) year.

**Section 11.6.** The maximum number of consecutive terms that a Chair may be serve shall be the lesser of three (3) years or as dictated by the BCA General Policies for Committee Operations.

## **Article XII. Amendments and Severability**

**Section 12.1.** These By-Laws may be amended in part or in whole by a two-thirds (2/3) vote at any meeting of the NRC, provided the proposed changes are available on the NRC web site and electronic notification of changes are sent to each NRC Representative to arrive at least ten (10) days prior to the meeting.

**Section 12.2.** Any proposal to amend or repeal any portion of these By-Laws must first be approved by a majority vote of the Board of Officers.

**Section 12.3.** Upon the By-Laws being amended by the NRC, the amended By-Laws will be submitted for approval by the BCA Board of Directors at the next regular BCA Board meeting. If any provision, article, section or sub-section of these By-Laws are determined to be void or unenforceable, in whole or in part, by the BCA Board of Directors, such determination shall not be deemed to affect the validity of the remainder of these By-Laws, including any other provision, article, section or sub-section. Each provision, article, section and sub-section is declared to be separable from every other provision, article, section and sub-section, and constitutes a separate and distinct covenant.

**Article XIII.  
Approvals and Adoption**

These By-Laws supersede and nullify any previous Constitution and By-Laws of the Neighborhood Residents Council of Brandermill.

This is to certify that these By-Laws were approved and adopted at a regular meeting of the NRC held on the 19<sup>th</sup> day of July 2010.

Mamie McNeal

Mamie McNeal, Chair  
Neighborhood Resident Council of  
Brandermill

July 20, 2010

Date

Courtney Glaze

Courtney Glaze, Secretary  
Neighborhood Resident Council of  
Brandermill

July 20, 2010

Date

These By-Laws were approved by the Brandermill Community Association Board of Directors at a regular meeting on the 7 day of September 2010.

Joyce Rowe

Joyce Rowe, President  
Brandermill Community Association

12-01-10

Date

Jane Pritz

Jane Pritz, Secretary  
Brandermill Community Association

12/1/10

Date