

SEA ISLE PARK NEIGHBORHOOD ASSOCIATION (SIPNA)

MEMPHIS, TENNESSEE

BY-LAWS

Rev. May 2023

ARTICLE I – DUES

- A. The annual dues of the Association shall be set by the Board of Directors at the Board's first meeting of each calendar year.

ARTICLE II – ELECTION PROCEDURES

- A. A Nominating Committee consisting of five (5) duly qualified members shall be appointed by the President.
- B. The duties of the Nominating Committee shall be:
 - 1. To request in writing from all duly qualified members, at least thirty (30) days prior to the election, the names of persons, which may include their own, for nomination to the Board.
 - 2. To contact all persons whose names have been submitted to ascertain their willingness to serve, if elected, in the position for which they have been nominated or any other position.
 - 3. To have the Treasurer ascertain that all persons agreeing to serve are duly qualified members.
 - 4. To secure additional nominees if the process outlines above does not result in at least one nominee for each office and vacant Board position.
 - 5. To publish in writing thirty (30) days prior to the annual meeting, the names and positions of all persons nominated in accordance with the procedures described above.
 - 6. To present for election at the annual meeting the names of all persons and the position for which they have been nominated in accordance with the above.
- C. Nominations may be made from the floor, and the Treasurer shall ascertain that all persons so nominated are duly qualified members.

- D. Nominees for the Board must receive a majority of the vote cast in each election. In the event no nominee receives a majority of the vote cast, a run-off shall be held between the two nominees receiving the highest number of votes.

ARTICLE III – VOTING

- A. Adult members (18 years of age or above) of each dues-paying household and all individual members shall be entitled to a vote. Votes by proxy will not be accepted unless the Board has agreed proxy votes on a specific issue will be accepted.

ARTICLE IV – STANDING COMMITTEES

- A. The following Standing Committees shall be appointed by the President with the approval of the Board to serve for a period of two (2) years, with the following duties:
 - 1. Membership:
 - a. Solicit memberships from newcomers and non-members living or owning property within the area.
 - b. Maintain network of street and/or block captains who will be responsible for welcoming newcomers on behalf of the organization; soliciting memberships.
 - 2. Communications:
 - a. Keep membership informed of activities of the organization and other information of interest.
 - 3. Land Use and Zoning:
 - a. Be responsible for reporting information to the Officers and general membership concerning current and future zoning matters in the community.
 - b. Be responsible for coordination with the City for the neighborhood land use plan.

The President shall have the authority to establish any other committees deemed necessary, setting forth their guidelines, with the approval of the Board.

ARTICLE V – AMENDMENTS

- A. The By-Laws may be amended by the Board of Directors by unanimous vote of all Directors, or by a majority vote of the members present at any regular or special meeting, provided that notice of proposed amendment or amendments is given to the membership prior to such meeting and adequate discussion at such meeting is allowed.

ARTICLE VI - INDEMNIFICATION

- A. The Association shall, to the extent legally permissible, indemnify each Officer, Director, or Member of a Committee for liability to any person for any action taken, or any failure to take any action, as an Officer, Director, or Member of a Committee, except liability for (A) Receipt of a financial benefit to which said person is not entitled; (B) An intentional infliction of harm; (C) An unlawful distribution in violation of Tennessee law; (D) An intentional violation of criminal law; (E) claims arising from an undisclosed Conflict of Interest; or (F) a violation of such person's fiduciary duties to the Association, and against all expenses including attorney's fees reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action.

- B. No amendment or repeal of this Article which adversely affects an indemnified person under this Article shall apply to any acts or omissions which occurred prior to such amendment or repeal, unless such amendment or repeal was made with the written consent of such indemnified person.

ARTICLE VII – SUSPENSION/TERMINATION OF MEMBERS

- A. The Association may suspend or terminate a Member for breach of decorum at meetings, publication of false or defamatory statements about the Association or its Directors and/or Officers, or any conduct deemed prejudicial to the best interests of the Association. Proceedings to suspend or terminate a Member may be initiated by a majority vote of the Officers of the Association.

- B. A Member shall be provided notice of the proposed suspension or termination, the grounds therefore, and a summary of facts supporting those grounds at least fifteen (15) days prior to the meeting of the Board where such matter is considered. Notice shall be provided by first class or certified mail.

- C. The Member may provide a written response no later than five (5) days prior to the meeting of the Board where such matter is considered, and shall have no right to counsel nor to cross-examine any witness.

- D. The suspension or termination of a member will be effective upon a two-thirds vote of the Board.