

WARNER PARKS COMMUNITY ASSOCIATION

CHARTER

The undersigned adopt the following charter for registration under the Tennessee Corporation Act.

1. The name of the Association is the Warner Parks Community Association being officially changed from Warner Park Valley and Highlands Neighborhood Association.
2. The duration of the Association is perpetual.
3. The permanent address of the Association in the State of Tennessee shall be: Warner Parks Community Association, P.O.Box 58085, Nashville, Tennessee 37205-8085.
4. The Association is a not for profit Tennessee corporation.
5. The purposes for which the Association is formed are to:
 - Preserve and promote the quality of life in the community area adjacent to Warner Parks.
 - Foster the growth of a neighborhood identity and community spirit.
 - Advocate the preservation of the community area adjacent to Warner Parks as a neighborhood community free from the encroachment of undesired development.
 - Encourage the enforcement and maintenance of applicable codes, zoning ordinances, SubArea Plans, and land use policies that affect the neighborhood community.
 - Effect the delivery of services to residents by the Metropolitan Government of Nashville, Davidson County, State of Tennessee, and United States of America.
 - Facilitate open communication, full involvement, and unfettered access to community resources.
6. The Association is to have members and be governed with Association By-Laws.
7. The Association exists for the collective benefit of the Warner Parks neighborhood community.

WARNER PARKS COMMUNITY ASSOCIATION

BY-LAWS

ARTICLE I - IDENTIFICATION

SECTION 1. NAME: The name of the organization is Warner Parks Community Association (WPCA), hereinafter the “Association.”

SECTION 2. PURPOSES: The purposes shall include efforts of its members to:

- Unite all of the residents and households of our neighborhood community with more frequent contact with each other and encourage them to plan and work closely together;
- Preserve and enhance the neighborhood community’s residential character and cooperate to promote good zoning and planning policies for better development in the community;
- Cooperate, coordinate, and affiliate in appropriate ways with other local, state, and national organizations having compatible goals; and
- Promote the general welfare of the neighborhood community in other related activities.

SECTION 3. NEIGHBORHOOD BOUNDARIES: The Association was formed to give representation to the neighborhood community area of households within or in close proximity to U.S. Highway 70, U.S. Highway 100, Old Hickory Blvd. and Warner Parks. The neighborhood community area (hereinafter the “Boundaries”) is primarily represented by two Metropolitan Nashville Council members from District 23 and District 35. The defined Boundaries of the neighborhood community area may be changed from time to time by action of the members.

SECTION 4. PRINCIPAL OFFICE AND REGISTERED AGENT: The principal office of the organization shall be at such place within the Warner Parks Community area of Nashville, Tennessee as may be designated by the members. The name of the registered agent shall be designated by the members and may be changed from time to time by action of the members.

ARTICLE II - MEMBERSHIP

SECTION 1. REGULAR MEMBERSHIP: Any adult person who:

- (a) Maintains a principal place of residence within the Boundaries and who owns a residence (as evidenced by records of the Register of Deeds, Davidson County, Tennessee), or;
- (b) Rents or leases a room, apartment or house within the Boundaries and who has done so for a continuous period of five (5) years or more prior to the date of application for membership, shall be eligible for membership in the Association.

SECTION 2. INSTITUTIONAL MEMBERSHIP: All not for profit corporations or other noncommercial institutions which have physical plants or other offices or structures located within the Boundaries are eligible for institutional membership in the Association. Institutional membership in the Association entitles the applying institution by designation of a named representative to act on its behalf to exercise all rights of regular membership by and through a named representative, which such rights may be changed from time to time by action of the members.

SECTION 3. DUES: The payment of membership dues may be required by the members. Members in default of payment of dues may be expelled or suspended by action of the Board.

SECTION 4. APPLICATION FOR AND DETERMINATION OF MEMBERSHIP: Application for membership shall be accomplished by all residents of the neighborhood community who meet residency requirements as stated in Section 1, and who complete a written application, and by the payment of annual dues, if any is required.

(a) Any question as to the eligibility of any applicant for membership shall be determined by the Board of Directors. If a question of an applicant's eligibility arises, the Board shall be allowed to decide by secret, paper ballot which shall be counted and destroyed following the decision of the Board. The applicant will be notified by the Board of their membership eligibility afterwards.

(b) A current list of members of the Association shall be maintained and shall be available for inspection upon request by any member of the Association. The membership listing shall only be copied or distributed for reasonable Association business purposes and shall not otherwise be sold or distributed without the prior consent of the members.

ARTICLE III - MEMBER MEETINGS

SECTION 1. ANNUAL MEETING: An annual meeting of the members shall be held for the purpose of selecting a Board of Directors for the transaction of such other business as may come before the members. The day for the annual meeting shall be set by the Board of Directors. The annual meeting shall be held within the city of Nashville at a place determined by the Board.

SECTION 2. SPECIAL MEETINGS: Special Meetings of the members may be held upon the call of the Chairperson of the Board of Directors, or by resolution of the Board of Directors, or upon written request of not less than ten percent (10%) of the members.

SECTION 3. NOTICE OF MEETINGS: A publicly placed notice stating the place, day, and hour of any meeting of members shall be made available to members at least ten (10) days before and not more than sixty (60) days prior to the date of such meeting.

SECTION 4. QUORUM: 10% shall constitute a quorum for the annual meeting. If a quorum is not present, a majority of those members present may adjourn the meeting without further notice.

SECTION 5. PROXIES: No member shall vote by proxy at any meeting.

ARTICLE IV - LEADERSHIP

SECTION 1: ELECTION. A Board of Directors comprised of not less than five (5) nor more than nine (9) members shall be popularly elected by the members at the annual meeting.

(a) The Board members shall be as geographically diverse as possible within the community and represent the members at large.

(b) No more than two (2) Board members can reside in the same condominium development.

(c) The term of office shall be two years. A Director may resign at any time by tendering a written resignation to the Board. The Board, by a two-thirds (2/3) affirmative vote, may remove any Director with or without cause.

(d) Members of the Board of Directors shall disclose to the Board any actual or apparent conflicts of interest with respect to the control, management, or conduct of the Association. Each Director shall agree not to participate in any discussion of, and shall abstain from voting on, any issue in which such Director has an interest, financial or otherwise, in the outcome, other than as a fiduciary of the Board.

SECTION 2: PURPOSE AND DUTIES. The Board of Directors is a core group of members who commit to being present at all meetings and agree to actively participate in the Association.

(a) The Board shall meet on a regular basis to set direction and conduct business for the Association.

(b) A majority of Board members must be present at each Board meeting in order to have a quorum to conduct business.

(c) The newly-elected Board shall meet after the annual Association meeting to establish Association committees, as may be required.

SECTION 3: OFFICERS

The officers of the Board of Directors shall be the Chairperson, the Vice Chairperson, and the Secretary and such other officers as the Directors may appoint. The officers shall be elected by the Board at its annual meeting.

(a) The Chairperson shall preside at all meetings of the Board. He or she shall have such other duties and responsibilities as shall be prescribed by these by-laws or delegated by the Board of Directors from time to time.

(b) In the absence of the Chairperson of the Board of Directors or in the event of that individual's inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson and in so doing shall have all the powers of the Chairperson. The Vice Chairperson shall perform such other duties as from time to time shall be assigned by the Chairperson.

(c) The Secretary shall keep or cause to be kept all of the official records of the Association, have charge and custody of all the funds, financial records, record of the minutes of the meetings of the Board of Directors, send out all notices of meetings, and perform such other duties as may be prescribed by the Board or the Chairperson of the Board. The Secretary shall preside at Board meetings in the absence of the Chairperson and Vice Chairperson.

SECTION 4: VACANCIES. Vacancies occurring on the Board of Directors shall be filled by the remaining Board members, who shall receive recommendations and select an interim member to fill the remainder of the vacated term. If a member of the Board resigns or misses three (3) consecutive meetings, the position may be declared vacant by a majority of the Board members.

SECTION 5: AMMENDMENT OF BY-LAWS. The Board of Directors shall review these by-laws at least annually to ensure compliance with applicable laws and to recommend by-laws' changes to the Association. The Board will propose any changes in the by-laws to members at an annual meeting or special meeting(s). Upon the affirmative vote of two-thirds (2/3) of the members of the Association, the by-laws will be officially amended, provided a full presentation of such proposed amendments is published in the written notice of the meeting, that a quorum is present as such meeting, and the amendments are approved in writing by the Board of Directors.

ARTICLE V - PERMANENT ADDRESS

Forward all written correspondence to:
Chairperson - Board of Directors
Warner Parks Community Association
Post Office Box 58085
Nashville, Tennessee 37205-8085