

**BY-LAWS OF
HISTORIC DOWNTOWN RESIDENTS ASSOCIATION,
INC.¹**

ARTICLE I NAME

The name of the organization shall be Historic Downtown Residents Association, Inc. and shall be incorporated under the Laws of North Carolina as a non-profit corporation.

ARTICLE II PURPOSES

The purpose of the Association are to build a close neighborhood community environment, to protect the historic integrity of the New Bern Downtown Historic District, (hereinafter referred to as District) and to promote the enforcement and implementation of ordinances that impact property values in the District.

ARTICLE III MEMBERS, DUES, AND VOTING

Membership shall be limited to homeowners, both resident and non-resident, and year-round tenants of residential properties in the District. Owners of multiple properties shall be limited to one membership. Vacation renters and time-share owners shall not qualify for membership.

There shall be annual membership dues in an amount set from time to time by the Board of Directors, payable per calendar year. Members must be current in payment of dues to be entitled to all privileges and rights of membership.

Each membership, as described above, shall have one vote.

“Friends” (of HDRA) are defined as former residents of the Downtown Historic District and HDRA members in good standing, who no longer reside in the Downtown Historic District, but wish to maintain their membership in HDRA. Owner/operators of businesses within the Downtown Historic District may also qualify for membership as a “Friend” of HDRA. “Friends” of HDRA do not have voting privileges. “Friends” of HDRA may not serve on the HDRA Board.

ARTICLE IV BOARD OF DIRECTORS AND OFFICERS

The Board of Directors of the Association (hereinafter referred to as the Board) shall consist of no less than eight and no more than twelve members. The term of each board member shall be two years on a calendar year basis. Members shall be elected each year at the annual meeting. Board members may hold office for no more than three full consecutive terms. Replacement board members are elected each year at the annual meeting.

Board members who do not complete their term may be replaced by appointment by the remaining members of the Board for the balance of the term.

Board members who miss five regularly scheduled board meetings within any twelve-month period shall be subject to review by the Board. Their resignation may be called for at the board’s discretion.

The Board shall meet monthly except for the month of December and each member shall have one vote to transact business. A majority of board members shall constitute a quorum.

The Board shall elect the officers of the Association from among its own membership for terms of one year. Election of the officers shall take place at the first scheduled board meeting after the annual meeting and shall be effective immediately. Officers may hold the same office for no more than three consecutive terms. The officers shall be President, Vice-President, Secretary and Treasurer, with each officer from a different membership unit.

ARTICLE V MEETINGS

There shall be a minimum of four general membership meetings each year. One of the meetings shall be held in January and shall be designated as the annual meeting.

ARTICLE VI DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS

The Board of Directors shall:

- elect officers in accordance with Article IV.
- approve the annual budget prior to the end of each calendar year
- determine and publish lists of standing committees and the duties of such committees.
- serve as chairs or members of standing and/or ad hoc committees and report to the Board at their monthly meetings.
- appoint two or more qualified general members (not board members) to conduct an annual review of financial records.

The Board of Directors may take positions on matters of common interest pursuant to the purposes of the association as put forth in Article II, and, when it deems it appropriate, publicly represent the association on such matters. This public representation may include, but shall not be limited to, appearances before the various boards and commissions of the City, County and State. The Board of Directors shall report such positions in a timely manner to the general membership.

The President shall set agendas for and conduct board meetings. The President shall conduct general membership meetings and appoint chairpersons to head committees. The President shall review and approve formal communications and appoint a parliamentarian, as needed, for meetings. The President shall be an authorized signature for the Association.

The Vice President shall assume all duties of the President in the absence of the President and shall assist the President in carrying out the duties of his/her office. The Vice President shall plan agendas for general membership meetings with input from the Board and shall be an authorized signature for the Association.

The Secretary shall record minutes of Board and general membership meetings and maintain a copy of all organizational records. The Secretary shall be an authorized signature for the Association. The Treasurer shall keep an accounting of all receipts and expenditures and maintain HDRA checking account(s).

The Treasurer shall report the current financial status at Board and general meetings, as appropriate, and shall prepare an annual financial statement detailing all income and expenses of the Association with copies to be made available at the annual meeting. The Treasurer shall prepare an annual budget with input from committees and submit it to the Board for approval.

The Treasurer's shall be the primary signature for HDRA checks. Checks in excess of five hundred dollars (\$500) shall require the signatures of two officers.

ARTICLE VII COMMITTEES

Standing committees shall be determined by the Board of Directors and may include, but are not limited to, the following:

- Membership
- Community Watch/Public Safety
- Communications
- Social
- Nominating
- Community Liaison
- Appearance
- Government Action
- Hospitality

Duties of all committees shall be determined and published by the Board of Directors.

ARTICLE VIII AMENDMENT OF BY-LAWS

These By-laws may be amended at any general membership meeting by a two-thirds vote of all members present or voting by proxy. Any proposed changes shall be distributed to the members at least ten days prior to such meeting; this distribution shall contain a proxy form and instructions for voting by proxy in lieu of attendance.