

THE BYLAWS and Charter of the  
VOLLINTINE EVERGREEN COMMUNITY ASSOCIATION  
This Revision Enacted by Membership: January 29, 2022

ARTICLE I: Name

The name of this corporation shall be the Vollintine Evergreen Community Association, also known as VECA.

This corporation was formerly called the Vollintine Evergreen Community Association Community Development Corporation, a 501(c)(3) organization. It continues as a 501(c)(3) organization.

Merger: The Vollintine Evergreen Community Association in existence before January 25, 2010 was merged into the Vollintine Evergreen Community Association Community Development Corporation. This latter corporation has taken on the name Vollintine Evergreen Community Association.

ARTICLE II: Public Benefit Corporation

VECA is a public benefit corporation. The Corporation is not for profit. The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes and no part of the income or assets of the Corporation shall be distributed to or inure to the benefit of any individual.

Funds will be solicited in compliance with provisions of the Tennessee Code Annotated and the Internal Revenue Service code for 501(c)(3) organizations.

The purposes for which VECA is organized are exclusively charitable, educational, and for neighborhood revitalization, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code. This includes but is not limited to the purposes of promoting, advancing, and encouraging the development of the Vollintine Evergreen area. Notwithstanding any other provision of these articles VECA shall not carry on any other activities unless permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

VECA will not participate directly or indirectly in any political campaign on behalf of or in opposition to a candidate for public office, nor will it make contributions to political campaign funds or public statements of position made on behalf of the organization in favor of or in opposition to any candidate for public office. VECA will not engage in substantial legislative activity (commonly referred to as lobbying). It will not attempt to influence legislation or urge the public to contact members or employees of a legislative body for purposes of proposing, supporting or opposing legislation, or advocating the adoption or rejection of legislation.

As encouraged by the IRS, VECA will consider implementing policies relating to executive compensation, conflicts of interest, investments, fundraising, documentation of governance decisions, document retention, and whistleblower claims. It will also adopt and monitor procedures to ensure that information about its mission, activities, finance, and governance is made publicly available.

Upon the dissolution of VECA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public

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purpose. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

Article III: Mission

VECA's mission is to maintain a quality residential neighborhood through the volunteer efforts of the neighborhood's residents.

VECA supports housing, block clubs, neighborhood preservation, commercial, greenways, and other programs that improve the overall quality of the neighborhood. VECA administers programs that are comprehensive in nature and address the needs of neighborhood residents, businesses, churches, schools, and other institutions.

VECA will function as both a community association and a community development corporation.

ARTICLE IV: Area

The Vollintine Evergreen area is bounded on the north by Cypress Creek, on the west by Watkins, on the south by North Parkway, and on the east by Springdale Street and Rhodes College. Included also is Hunter Avenue and Greenview Circle of the Evergreen Gardens area north of Cypress Creek. Both sides of all boundary streets are considered part of Vollintine Evergreen.

The Vollintine Evergreen area is also called the VECA area.

VECA normally operates within the defined VECA boundaries but may also do work within neighborhoods adjacent to the VECA area, in a manner consistent with the mission statement in Article III, contingent upon VECA Board approval.

ARTICLE V: Membership

All adult residents of the Vollintine Evergreen area are members of VECA.

Voting Members of VECA are those adult residents who have paid the annual dues within the previous 365 days.

Associate members who are not residents may pay dues, but are not considered Voting Members.

Dues for the organization will be set by the VECA Board.

ARTICLE VI: Annual Membership Meeting

There shall be an Annual Meeting of the membership of VECA every year on the fourth Monday of January, unless the date is otherwise designated by the VECA Board at a time and place designated by the VECA Board.

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The purpose of the Annual Meeting shall be to elect the President and VECA Board and transact any business deemed appropriate.

Special meetings of the membership may be called by the President, a majority of the VECA Board, or by not less than one-twentieth (1/20) of the membership entitled to vote at such meeting. The day, time, and place shall be designated at the time the meeting is called. Written notice stating the day, time, and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the persons calling the meeting, shall be published in the Vollintine Evergreen News, VECA Email, or delivered either personally or by mail by or at the direction of the President or the VECA Board, to each member entitled to vote at the meeting. If mailed, such notice shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting and shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the membership books of VECA, with postage thereon prepaid. If delivered personally, such notice shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting and shall be deemed delivered when actually received by the member. Attendance at such meeting shall constitute a waiver of such notice.

A quorum at any meeting of the general membership shall consist of one-tenth (1/10) of the dues-paying members of VECA represented in person.

#### Article VII: VECA Board Selection

The Voting Members at the Annual Meeting will select the VECA Board Directors. The VECA Board is the governing organization and will normally meet monthly. The VECA Board will be no less than eight (8) and no more than twenty-five (25) Board Directors.

The voting members shall elect each VECA Board Director for one year terms by a two-thirds vote of the members present and entitled to vote at the VECA Annual Meeting. The one year term runs from February through January.

At least two (2) Directors will be drawn from each quadrant of the VECA area as determined by the intersection of Jackson Avenue and Evergreen Street.

VECA Board recruitment should seek to maintain a fully engaged and active VECA board representative of the community with the capacity to volunteer to fulfill the organization's mission. Board recruitment should seek to find and recruit new board members that are representative of the VECA community. The VECA board will strive to be an environment that is diverse, equitable, and inclusive, and will recruit from all VECA areas and quadrants.

VECA Board Directors missing three consecutive board meetings without an excuse filed with the Secretary can be removed from the VECA Board by a majority vote of the directors present at the meeting.

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The VECA Board of Directors shall serve until the expiration of the term for which they are elected. The VECA Board of Directors may declare and fill any vacancy of a sitting VECA board member or Officer by electing a voting resident member to complete the unexpired or open term until the next annual meeting.

VECA Board Directors will mostly be residents of the Vollintine Evergreen area, but they may also be members of businesses, churches, schools, and institutions located in the Vollintine Evergreen area. The VECA Board may also include a maximum of two Board Directors outside of the Vollintine Evergreen area.

To remove VECA Board members, the Board will take action by majority vote at a regularly scheduled meeting where the item was placed on the written agenda distributed at least two weeks in advance.

#### Article VIII: VECA Board Meetings

The VECA Board shall normally meet once per month at such time and place designated by the President. If the President fails to so designate, any three members of the VECA Board may call a meeting and designate the time and place for such meeting.

Notice of meetings of the VECA Board shall be given by email before the meeting. Attendance at such meeting shall constitute a waiver of such notice. Board meetings will be in person under normal circumstances, and when necessary, meetings may be held online or by conference call.

A quorum at any meeting of the VECA Board shall consist of a majority of the entire membership of the VECA Board. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the VECA Board.

The individual directors of the VECA Board shall have such authority and perform such duties in the management of VECA as are normally incident to their offices and as the VECA Board may from time to time provide.

The VECA Board may conduct an email vote in the event a decision must be made before the next Board meeting.

#### Article IX: Committees

The VECA Board will designate three or more Directors to constitute a Managing Committee including the President, the Vice President, and the Treasurer. The committee will report its recommendations and actions to the VECA Board. The VECA Board will instruct the Managing Committee about the extent it is allowed to take actions without specific VECA Board approval.

Vacancies in the membership of the Managing Committee shall be filled by the VECA Board at a regular or special meeting of the VECA Board. The Managing Committee shall keep regular minutes of its proceedings and report the minutes to the VECA Board.

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The Managing Committee will also act as a financial management and budget committee for the VECA Board. The VECA Treasurer will report to the Managing Committee.

The VECA Board may designate other committees as is deemed advisable to assist with the affairs of VECA. Such committees shall serve at the pleasure of the VECA Board. By resolution adopted by a majority of the VECA Board, any such committee, to the extent provided in such resolution, shall have and exercise the authority of the VECA Board in the management of the Corporation, except as otherwise required by law.

All committees shall keep regular minutes of proceedings and report the minutes to the Board, and its actions shall be subject to review, acceptance, amendment, and reversal by the Board.

#### Article X: Officers

The President will be elected by the VECA Membership at the Annual Meeting for one year terms by a two-thirds vote of the members present and entitled to vote at the VECA Annual Meeting. The President may serve up to three consecutive terms as President before rolling off. The following three officers will be elected by the VECA Board of Directors: Vice President, Secretary, and Treasurer.

The VECA Board of Directors and Officers shall serve until the expiration of the term for which they are elected, and thereafter until their successors have been elected. The VECA Board may declare and fill any Officer vacancies by electing a voting resident member to complete the unexpired term until the next annual meeting.

The President is a coordinator of VECA activities, but is not expected to do the work of the organization or even to represent VECA at public events and other meetings. It is the responsibility of the VECA Board to serve in those functions or to find other VECA members to play that role. The President shall preside over meetings and coordinate the activities of the VECA Board. The President shall perform all duties and exercise all powers as may be prescribed or required for the general and active operation of the business of VECA. Upon VECA Board approval, the President shall have the authority to execute bonds, mortgages, and other contracts on behalf of the VECA Board except where required or permitted by law to be otherwise executed and except where the execution thereof shall be expressly delegated by the VECA Board of Directors to another officer or agent of VECA.

Some of the powers and duties of the President may, by a majority vote of the VECA Board of Directors, be transferred to the Executive Director, if such person has been retained.

The Vice President, in an order determined by the VECA Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the VECA Board may from time to time prescribe. The Vice President shall give or cause to be given notice of all special meetings of the VECA Board and shall perform such other duties as may be prescribed by the VECA Board or the President.

The Secretary shall attend all meetings of the VECA Board and record all proceedings of the VECA Annual Meeting and of the VECA Board in a record to be kept for that purpose.

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The Treasurer will manage the finances in the absence of an Executive Director and oversee the financial function when there is an Executive Director. The Treasurer shall submit, at the monthly meeting of the VECA Board and the annual meeting of the general membership, a written accounting of VECA's income and expenses.

Article XI: Finance

The VECA Board shall adopt policies regarding disbursement of funds, signing of checks, accounting, managing of accounts, and reporting on the financial condition of the Corporation, and shall determine the powers and duties of the Treasurer.

The borrowing of money, execution of notes, and the entire financial business of VECA shall be authorized and directed by the VECA Board. The monies of the corporation shall be deposited in the name of the corporation in such bank as the VECA Board may designate and shall be drawn out only by checks signed by the VECA President, the VECA Treasurer, or anyone so authorized by the VECA Managing Committee.

All of the assets of VECA shall be held in trust for the purposes herein mentioned, including the payment of all of VECA's liabilities and payment of the claims of VECA creditors.

The Managing Committee will oversee the Treasurer and monitor the overall financial condition of VECA. However, all board members are to be proactive in looking after the financial condition of VECA.

If required by the VECA Board, the Treasurer, another board member, or staff shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the VECA Board for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to VECA.

The fiscal year of VECA shall begin January 1 and end December 31, unless otherwise determined by the VECA Board.

VECA shall have no corporate seal.

Article XII: Staff

The VECA Board is empowered to search for, employ, terminate, train, and assign an Executive Director as needed to further the work of VECA. If an Executive Director is retained, the Executive Director shall exercise the specific powers given by the VECA Board, particularly those pertaining to the day-to-day operation of VECA, and including searching for, employing, terminating, training and assigning other staff. In the absence of an Executive Director, the VECA Board may hire or terminate staff as it deems necessary.

Article XIII: Indemnification

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VECA, to the fullest extent permissible under Tennessee Code Annotated and any other applicable law, shall indemnify and hold harmless Directors, officers, volunteers, and employees acting in an official capacity on behalf of the VECA Board against personal liability, and may advance, pay for or reimburse the reasonable expenses incurred in the defense of any proceeding to which such individuals may be named. This indemnification shall extend to such persons whether or not they continue to hold a position with the VECA Board at the time such expenses and costs may be incurred.

Article XIV: Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote of those dues-paying members present when a quorum is present at any annual or special meeting where such action has been announced in the call or notice of such meeting.

CERTIFICATE

The above By-Laws were duly approved at the Annual Meeting of the Vollintine Evergreen Community Association on January 29, 2022 and at the October 4, 2021 meeting of the VECA Board (formerly called the Vollintine Evergreen Community Association Community Development Corporation—VECA CDC).

Caroline Bauman Date: Jan. 29, 2022

Caroline Bauman  
President

Vollintine Evergreen Community Association (VECA)