

Wagener Terrace Neighborhood Association, Incorporated
Constitution and Bylaws

Approved by the Board of Directors July 23, 2020

Approved by Membership August 17, 2020

Article I

Name/Boundaries

The name of this association shall be the Wagener Terrace Neighborhood Association Incorporated (WTNA), located in Charleston, South Carolina. The area of WTNA shall be bounded on the north by properties on the north side of Sunnyside Avenue including Lowndes Point in its entirety, the east side of Hester Street above Mt. Pleasant Street and the south side of Mt. Pleasant Street to Rutledge Avenue; on the east by the properties on the west side of Rutledge Avenue; on the south by the Citadel, and a line drawn between the intersection of Rutledge Avenue and Grove Street and the NW corner of Hampton Park; and on the west by the Ashley River. Also to include families living on Citadel property.

Article II

Purposes

The purposes of the WTNA shall be:

1. To promote, improve and maintain the residential character of Wagener Terrace and surrounding areas;
2. To encourage neighborliness and a greater sense of community among residents;

3. To facilitate meaningful communication among residents, city government, city agencies, elected officials, schools, churches, and businesses;
4. To promote and maintain continued cooperation among like organizations and to provide an officially recognized, ongoing organization of residents to review, comment, and act on neighborhood matters.

Article III

Membership and Dues

1. Regular Members: Each resident and property owner in Wagener Terrace is eligible for membership, contingent upon payment of membership dues. Each member shall be entitled to one vote on all matters submitted for consideration at a meeting of the WTNA, except for in the special case of votes in elections and for financial matters under consideration of \$500 or greater value, where regular members must also have attended 7 meetings out of the past 12 months including the current month.
2. Businesses, churches and schools located within the neighborhood will be encouraged to participate in the WTNA. Contingent upon payment of membership dues, each shall be entitled to one vote on all matters submitted for consideration at a meeting of the WTNA, but shall not be entitled to hold elected office or serve on the board.
3. Associate Members: Non-residents interested in the Wagener Terrace area are eligible for membership, contingent upon payment of membership dues, but shall not be entitled to vote or to hold elected office.
4. The dues of Regular and Associate members shall be \$10.00 per member per fiscal year. Dues must have been paid at least one month prior to the meeting at which the member intends to cast a vote.

5. The fiscal year of the WTNA shall be from July 1 through June 30.

Article IV

Meetings

1. Members shall meet at 7:00 p.m. on the third Monday of each month. Special meetings may be called by the President or by a majority vote of the Board of Directors. Members are to be provided reasonable notification by mail, telephone, or email.
2. A quorum shall be required for the transaction of business at a meeting of the WTNA. A quorum at a meeting of the WTNA shall be defined as at least twenty percent (20%) of eligible members and not less than 15 eligible members. "Eligible members" shall be defined as members in good standing who have paid dues at least one month prior to a meeting at which a vote is being taken. Proxies are not allowed for either the establishment of a quorum or for the transaction of business. The WTNA shall have the following powers and duties:
 - a. To adopt and amend standing rules and these bylaws;
 - b. To adopt an annual budget, prepared by the President and the Treasurer, and approved by the Board of Directors;
 - c. To elect officers and members of the Board of Directors, with open nominations and a secret ballot;
 - d. To adopt statements of policy and take actions appropriate to the purposes of the WTNA;
 - e. To act as the final authority on all matters arising in the WTNA, for which authority has not been given to some other officer or governance body by these bylaws.

Article V

Nominations and Elections

1. Nominations: The Nominating Committee will consider names of all eligible members who want to run for an office. A nominating committee chair, appointed by the Board of Directors in March, shall form their committee with general membership not to include current officers or board members. The nominating committee shall submit a slate of candidates at the May meeting for officers and board members to succeed outgoing officers and directors. Nominations from the floor will be accepted. The same process shall be utilized to fill any vacancies as may occur among the officers and directors during the year.
2. Candidates for office agree to regularly attend meetings of the Board of Directors and the membership. Once elected, an officer or director who fails to attend three consecutive regular meetings and at least 7 meetings of the last 12 months without notifying the Board of Directors shall forfeit their position. The Board of Directors will recommend any necessary replacements of board members to the membership for approval.
3. Elections: Officers and directors shall be elected and installed at the June meeting.

Article VI

Officers

1. The officers of the WTNA shall be a President, a Vice President, a Secretary and a Treasurer.
2. To be eligible for election to an office of the WTNA, a candidate must have been a member in good standing and must have agreed to be a candidate for the

office. Officer good standing is defined as those Regular Members that shall have attended at least 7 meetings in the each of last 2 fiscal years.

3. The term of all officers shall be two years. The officers shall not be eligible for, nor be elected to a third consecutive term for the same office. The term shall begin upon the election of the officer and shall end upon the election of the officer's successor. The officers shall receive no compensation for their holding office but shall be reimbursed for the ordinary and necessary expenses incurred in the fulfillment of their WTNA duties.

4. The powers and duties of the officers shall be as follows:

a. President

The President shall be the principal representative and spokesperson for the WTNA; preside at all meetings of the membership and the Board of Directors; serve ex officio on all committees, with the exception of the Nominating Committee; appoint standing committee chairs with the advice and consent of the Board of Directors; prepare the proposed annual budget with the advice of the Treasurer and submit it to the Board of Directors for consideration; vote on issues in the event of a tie; receive notice of any substantive business proposed by members for meetings; prepare and cause the proper notice of all meetings to be communicated to the members for such meetings; and otherwise carry out duties customarily associated with the office of President. The President will only present the views of the membership and at time sign a document or speak on a subject that hasn't been approved by the membership.

b. Vice President

The Vice President shall assist the President in the duties of that office, as requested by the President, and preside at meetings of the WTNA and the Board of Directors in the absence of the President.

c. Secretary

The Secretary shall keep an accurate record of the meetings of the WTNA, and the Board of Directors and shall prepare and submit minutes for approval. The Secretary shall be the custodian of all official records and files of the WTNA.

d. Treasurer

The Treasurer shall maintain the membership roster and report the current number of eligible members to the membership when a quorum is called; maintain an accurate and auditable set of accounts and report to the WTNA at each meeting. He/she shall, with the President, prepare a proposed annual budget for consideration by the Board of Directors and approval by the membership. Disbursements shall be made upon submission of receipts or invoices in accordance with the annual budget adopted by members. The membership must approve any non-budgeted disbursement that exceeds \$100.00. The Board of Directors must consider any non-budgeted disbursement that is \$500.00 or greater and present their recommendations to the membership for approval.

Article VII

Board of Directors

1. The Board of Directors shall be composed of the officers of the WTNA, and four additional members elected for two-year terms at the annual meeting of the WTNA. No board member shall be eligible for, nor be elected to a third consecutive term on the Board of Directors. To ensure continuity, officers shall be elected on odd numbered years, and directors shall be elected on even numbered years.
2. To be eligible for election to the Board of Directors of the WTNA, candidates must have been a member in good standing and must have agreed to be a candidate for the Board. Board membership good standing is defined as those

Regular Members that shall have attended at least 7 meetings in the last 12 months including the current month.

3. The Board shall meet at least quarterly, or more frequently upon the call of the President or a majority of the Board of Directors.
4. The powers and duties of the Board shall be as follows:
 - a. To act for the WTNA between meetings;
 - b. To consider the annual budget, submitted by the President and Treasurer, and, after consideration, submit the budget with appropriate comments to the membership for final approval at the June meeting;
 - c. To consider changes to the bylaws submitted by a member or bylaw committee and present the Board of Director's recommendations to the membership for approval.
 - d. To carry out such other duties and responsibilities as are customarily associated with a Board of Directors.

Article VIII

Committees

1. There shall be five standing committees of the WTNA, and each shall have two or more members.
 - a. Zoning: To keep the WTNA advised of any applications for zoning variances, any changes in the zoning laws, and meetings of the City of Charleston's Zoning Board of Appeals and/or the Planning Commission as appropriate that might impact on Wagener Terrace. In the event that the WTNA's position on a zoning issue cannot be determined by vote at a regular meeting, the Board of Directors shall have the authority to define the WTNA's position on the issue, provided that the Board's decision shall not directly conflict with a duly voted upon position previously taken. The

decision shall be subject to review by the membership at the next regular meeting. However, those Wagener Terrace structures that appear on the Zoning Board of Appeals and/or Board of Architectural Review meeting agendas will generally be opposed by the WTNA if the interested parties have not sought approval with WTNA prior to appearing on the Zoning Board of Appeals and/or Board of Architectural Review agendas. No member of the Zoning Committee may vote on an issue in which they have a financial position.

- b. Environment: To alert the members of problems relating to condition, appearance, and usage of residential and commercial properties, lots, buildings and streets in the neighborhood.
 - c. Publicity/Membership: To inform the membership of upcoming meetings and to report on activities and issues affecting Wagener Terrace.
 - d. Yard of the Month: To recognize the exceptional efforts of residents whose properties enhance the appearance of the neighborhood.
 - e. Sunshine: To inform the membership of recent births, deaths and noteworthy events in the neighborhood. To send cards and/or flowers when appropriate. Expenses must be within the financial guidelines established by the membership.
2. The membership may approve such other standing committees as are submitted by the Board for consideration.

Article IX Authority

- 1. The WTNA shall be governed by these bylaws.
- 2. The latest edition of Robert's Rules of Order shall be the parliamentary authority for the WTNA on matters not governed by the bylaws. Meetings shall be open to

the public, and all matters shall be subject to the South Carolina Freedom of Information Act except those specifically exempted by such law.

Article X
Amendments to Bylaws

1. Proposed amendments to these bylaws may be drafted and submitted in writing to the Board of Directors by a member or by the Bylaw committee.
2. Proposed bylaw amendments shall be communicated to the Board of Directors at least sixty days prior to the meeting at which they are to be considered. Upon the approval and/or modification by the Board of Directors, the proposed amendments will be distributed to the membership at least thirty days prior to the meeting at which they will be considered.
3. When quorum requirements are met, the approval of 2/3 of those eligible to vote and casting a vote shall be required for adoption of the proposed amendments.
4. Unless otherwise provided for, the amendments shall take effect immediately upon adoption. The changes will be recorded in the official bylaws on file by the Secretary. The changes will be published in the WTNA newsletter.
5. Each new member should be given a copy of the Bylaws, upon request to the Secretary.

These Bylaw revisions are duly adopted by the Board of Directors and membership of the WTNA this Date – August 17, 2020