

BYLAWS
OF
THE WEST END ASSOCIATION, INC.

ARTICLE I

NAME, REGISTERED ADDRESS, REGISTERED AGENT

The name of the corporation shall be THE WEST END ASSOCIATION, INC. The Association shall maintain a registered address at P. O. Box 10055, Winston-Salem, North Carolina, 27108. The Association shall maintain a registered agent, who may be an officer, employee or some other person, at the discretion of the Board of Directors.

ARTICLE II

PURPOSE

The purposes for which the corporation is organized are:

- 1) To represent the residents of the West End in all matters that pertain to the continuing health and well being of the West End as a residential environment.
- 2) To increase public awareness of and resident participation in the conservation of the housing resources of the neighborhood and to encourage property owners to make improvements to their property voluntarily and/or through housing code enforcement efforts.
- 3) To educate the residents of the area and the community at large in the financial, social and aesthetic techniques and benefits of housing rehabilitation, and to maintain the neighborhood as a housing resource for the downtown area of Winston-Salem, North Carolina.
- 4) To act as a liaison between the neighborhood and institutions, industries, and business establishments bordering or affecting the residential character of the area.
- 5) To develop and advocate neighborhood concern for good design and complementary planning with city planners, developers and individuals undertaking new construction, maintenance, renovation and rehabilitation.
- 6) To provide promotional, educational and research materials on new construction, maintenance, renovation and rehabilitation efforts in the neighborhood, and on neighborhood characteristics.
- 7) To maintain and improve parks, public works and services in the area.
- 8) To establish and maintain a concern for the quality of housing available to tenants in the area.

9) To sponsor neighborhood meetings, cultural and civic events, and presentations which will improve the quality of life, educate the residents, or further other goals of the Association.

This Corporation *is* formed to further the foregoing charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III

MEMBERSHIP

The corporation shall have no capital stock and shall be composed of members, rather than shareholders. Membership shall be open to all persons interested in and in sympathy with the objectives of the corporation and who shall pay dues to it as determined by the Board of Directors. Notwithstanding the above, the voting membership in the Association shall be open only to those who live in the West End and to anyone who owns, leases, rents or occupies property in the West End neighborhood. Membership shall be from January 1 through December 31.

The West End neighborhood shall encompass the area known as the "West End Historic Overlay District" in Winston-Salem, Forsyth County, North Carolina, approximately contained within the following boundaries: Beginning at the corner of Broad Street and 41/2 Fourth Street, Broad Street shall be the eastern boundary. Proceeding north on Broad Street to West End Boulevard and thence to Sixth Street and west including a portion of homes at the intersection of Chatham Road and West End Boulevard. The boundary shall continue East including both sides of West End Boulevard including the North portion of Spring Street and some properties on the south side of Eighth-Street then proceeding down Broad to West End Boulevard, proceeding toward Northwest Boulevard along the south side of West End Boulevard. Proceeding west on Northwest Boulevard to Hawthorne Road, which shall be the western boundary, excluding the property owned by the Forsyth County School system and pr6perty east of 447 First Street. Proceeding on Sunset Drive East to Interstate 40, which shall be the southern boundary. Proceeding on West Fourth Street including property on both sides to Burke Street, then to West Fourth Street and onward to Brookstown Avenue. South to Burke Street north to West Fourth Street to Summit Street west on 4-1/2 Street, not including the Wachovia Property over to Broad Street and the point of beginning. A map, showing these boundaries, shall be included with the Bylaws.

ARTICLE IV

OFFICERS

The officers of the Association shall be the President, the Vice-President, the Secretary, and the Treasurer, all of whom must be neighborhood residents. The officers shall be elected by a majority of those members present and voting. Officers shall be elected for terms of two years.

ARTICLE V

BOARD OF DIRECTORS

The Board of Directors shall consist of the officers and at least seven (7) members all of whom are residents of the West End. The Board of Directors shall be elected at the annual meeting by a majority of those members present and voting. Nominations will be accepted from the general membership and from slates presented by the Board of Directors. The Board of Directors, with Association approval, may elect members to fulfill positions on the Board that become vacant during the year.

Membership on the Board of Directors shall be for two years. As of the annual meeting in February 2009, the Board of Directors will take the ensuing two (2) years to transition from being comprised of twelve (12) members as it has been in the past, to seven (7) members through passive or active means. Once the Board of Directors has been reconstituted with seven (7) members instead of twelve (12), four (4) or three (3) of the Members shall be serving for one two year period and the remaining four (4) or three (3) members will serve a two year term. The purpose of staggering the members is to encourage smooth transitions and retention of institutional knowledge on the Board of Directors. Couples from the same household may be considered as "one member" and shall only have one vote. Board members may serve three consecutive terms. After a one year break, members are eligible for election to the Board as new Directors.

The function of the Board shall be to establish, review and implement policies of the Association.

REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

Board members may be removed by a two-thirds vote of the Board of Directors with approval of a majority of the Association members present at a properly announced Association meeting. Failure of a Board member fails to pay annual dues by the time of the annual meeting or three or more unexcused (as excused by the President) absences from Board of Directors meetings provide grounds for removal.

COMMITTEES

Ad Hoc Committees may be established by the President of the West End Association as needed. Committees may include but are not limited to: Nominating, Zoning, Newsletter, Social, Economic Development and Audit. Committees must be chaired *by* an Officer or Director but may include other members of the Association and non-Association members. A majority of the committee membership must be members in good standing with the West End Association.

ARTICLE VI

MEETINGS OF MEMBERS AND BOARD OF DIRECTORS

Section 1. Place of meetings: All meetings of the members of the West End Association shall be held in the West End in Winston-Salem, North Carolina, or such other place as shall be

designated in the notice of the meeting or agreed upon by a majority of members.

Section 2. Annual meetings: The members of the Association shall meet at least once a year at an Annual Meeting to be held on the first Tuesday in February, or such other date as may be agreed upon.

Section 3. Regular meetings: The Board of Directors shall have the sole discretion to decide the date, time and place of regular Board and Association meetings.

Section 4. Special meetings: Special meetings of the Board or Association members may be called by the President of the Board of Directors, or not less than twenty-five percent of the members having voting rights, or a majority of the Board of Directors.

Section 5. Notice of Meetings: Notice of the Board or Association meetings must be written to state the principal business, time, and location of the meeting and be distributed to all members.

Section 6. Transaction of business at Board or Association meetings: Business may be transacted by those Board and officer members present and voting. The President of the Board of Directors shall preside. In his or her absence, the Vice-President or other officer shall preside. Members in good standing with the West End Association shall have the right and responsibility to vote on • the Board of Directors and the Officers as well as accept an annual report on the Financial Status of the Association. A simple majority vote shall carry a motion. There shall be no use of proxy.

Section 7. The Board of Directors shall meet at least four times during any calendar year, and all meetings of the Board shall be open to all members. A majority of the Board of Directors shall constitute a quorum. The West End Association shall meet at least four times during any calendar year and these meetings may be advertised as and synonymous with the Board of Directors meetings. Non-Association members may attend a Board of Directors meeting if invited and may attend Association meetings unless excluded by a majority of the members of the Association present.

ARTICLE VII

FINANCE AND CONTRACTS

Section 1. Contracts: -The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, etc. checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in such manner as shall be determined by the board of directors. At least two signatures shall be required on all checks, drafts or orders for payment greater than \$500.

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the

credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Books and records: The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Section 5. Fiscal year: The fiscal year shall begin on the first day of January and end on the last day of December in each year.

Section 6. Dues: Annual dues shall be set by the Board of Directors. Dues shall be due and payable to the Treasurer at the beginning of each fiscal year.

Section 7. Business of the corporation shall be conducted in accordance with laws governing organizations exempt from federal taxes under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII

AMENDMENTS

Except as otherwise provided herein, these Bylaws may be amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the members voting at any regular or special meeting of the Association. The Association shall have no power to adopt a Bylaw:

1. Requiring more than a majority of the Directors for a quorum at a meeting of the directors or more than a majority of the votes cast to constitute action by the members, except where higher percentages are required by law.
2. Providing for the management of the corporation other than by the Board of Directors.

ARTICLE IX

CORPORATE FUNDS

All donations and bequests, dues and income to and of this corporation shall at all times and forever be and remain appropriated, secured, made use of and expended in the support and for the benefit of the corporation as outlined in the Articles of Incorporation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any director or officer from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE X

DISSOLUTION

In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to the Winston-Salem Foundation for financial support of public good in the West End Neighborhood. This Bylaw may not be amended or repealed.

ARTICLE XI ADOPTION

This is to certify that the above Bylaws of the West End Association, Inc. have been duly adopted, as revised by a majority of the members voting at a meeting of the Association, effective February 10, 2009.

This the 10th day of February 2009.