

Minutes  
Cottontown/Bellevue Historic District  
Special Membership Meeting  
Sunday, August 13, 2006  
3:00 a.m.

Members Present	See attached list
Call to Order	President Paul Bouknight called the meeting to order at 3:07 p.m.
Introduction of Guests	Mr. Bouknight introduced special invited guests, each of whom made brief remarks:  Councilwoman Tamiaka Isaac Devine, Fire Chief Bradley Anderson.
Quorum Established	Mr. Bouknight declared a quorum present.  Mr. Bouknight explained the reasons for the special meeting: for the association to act on the Historic Preservation Committee's recommendation that the neighborhood begin the process to establish a design preservation district in Cottontown, and to act on recommendations from the Bylaws Committee for changes to the organization's bylaws.
Design Preservation District	Rusty Sox, chair of the Historic Preservation Committee, introduced Amy Moore, planner for the City of Columbia. Ms. Moore made a brief presentation about design preservation districts.
Discussion	There were questions and discussion about the Design Preservation designation.
Motion	Mr. Sox moved that the neighborhood begin working with the city on the process to establish a design preservation district in the Cottontown/Bellevue Historic District. The motion was seconded and approved.
Bylaws Changes	Ellen Cooper, co-chair of the Bylaws Committee, gave an overview of the proposed bylaws changes and the process by which they would be considered.
Discussion	There were questions and discussion. It was noted that some members had difficulty accessing pertinent documents on the neighborhood Web site.

Motion Ms. Cooper moved to adopt the changes proposed by the Bylaws Committee. The motion was seconded.

Discussion Ms. Cooper talked through the proposed article by article.

Article I – no discussion.  
Article II – no discussion.  
Article III, Section 1 – no discussion.  
Article III, Section 2 – motion to amend proposed changes to cap membership dues at \$100 annually. The amendment was seconded and passed.  
Article III, Section 3 – no discussion.  
Article IV, Sections 1-3 – no discussion.  
Article V – discussion of president-elect as voting or non-voting *ex officio* member. Motion to amend withdrawn.  
Article VI, Sections 1-2 – no discussion.  
Article VI, Section 3 – discussion of posting board meeting minutes on Web site. Consensus agreement to do so. Motion to amend proposed changes to require secretary to record attendance of officers and board members at meetings. The amendment was seconded and passed.  
Article VI, Section 4 – no discussion.  
Article VII – discussion of attendance requirement for board members at neighborhood meetings. No amendments.  
Article VIII – discussion of terms of office. Motion to amend withdrawn. Motion to delete Bylaws Committee’s proposed changes and retain original language in existing bylaws seconded and approved.  
Article IX, Sections 1-2 – no discussion.  
Article IX, Section 3 – discussion of attendance of board members at neighborhood meetings. No amendments.  
Article IX, Section 4 – no discussion.  
Article IX, Section 5 – motion to amend proposed changes to require board candidates to be present at time of election seconded, but failed to pass. Motion to add nominees’ biographies and contact information to official announcement of slate, with other nominations accepted of persons present at time of election seconded and passed.  
Article IX, Section 6 – no discussion.  
Article IX, Section 7 – Ms. Cooper noted a clerical error, the word “executive” should be stricken. There were no objections.  
Article X, Sections 1-2 – no discussion.  
Article XI, Section 1 – motion to amend to read “with the approval of the Board of Directors” seconded and approved.  
Article XI, Section 2 – no discussion.

Article XI, Section 3 – discussion of how committee members are selected. No amendments.

Article XI, Sections 4-6 – no discussion.

Article XII – no discussion.

Article XIII – no discussion.

Vote on Original  
Motion

Ms. Cooper called for a vote on the original motion to adopt the changes to the bylaws, as amended. The motion passed.

Adjourn

There was no other business. A motion to adjourn was seconded and approved.

# **PROPOSED**

## **Bylaws of the Cottontown/Bellevue Historic District Neighborhood Association**

Proposed language	<i>Explanation/ Rationale</i>
<p><b>ARTICLE I: Establishment of Association</b></p> <p>The purpose of this Association shall be to promote city living by improving neighborhood and community relations and by protecting the neighborhood and community from deterioration. The name of this Association shall be the Cottontown/Bellevue Historic District Neighborhood Association.</p>	<p><i>same as before</i></p>
<p><b>ARTICLE II: Definition of Neighborhood</b></p> <p>The Cottontown/Bellevue Historic District is defined as that area bounded by Elmwood Avenue, Main Street, Grace Street, and Bull Street in Columbia, South Carolina.</p>	<p><i>geographic boundaries pulled out of current Article III simplified for clarity and emphasis</i></p>
<p><b>ARTICLE III: Membership of Association</b></p> <p><b>Section 1</b> Full and complete authority for the direction of the Association shall be vested in its general membership meetings, at which every member in good standing is entitled to participate and vote.</p> <p><b>Section 2</b> All adult residents and residential property owners within the defined area are eligible for membership in the Association. Membership in good standing is granted to those who have paid an annual membership fee, the amount of which is determined by the Board of Directors.</p> <p><b>Section 3</b> Only members present at general membership meetings are eligible to vote. There shall be no proxy voting. Each member shall have one vote, and no member shall have more than one vote.</p>	<p><i>Compare to Article II of current bylaws.</i></p> <p><i>Section 1 is the same as before</i></p> <p><i>Section 2 restates and clarifies membership eligibility, but is basically the same as Article I Section 2 of previous bylaws.</i></p> <p><i>Section 3 is language pulled from other neighborhood association bylaws.</i></p>
<p><b>ARTICLE IV: Membership Meetings</b></p> <p><b>Section 1</b> General membership meetings shall be held in the spring and fall of each year.</p> <p><b>Section 2</b> Additional general membership meetings shall be called by the President when the Board of Directors deems such meetings necessary, or when presented with a request for such a meeting signed by 20 members of the Association. At least two weeks advance notice shall be given to any general membership meeting held under the provision of this section.</p> <p><b>Section 3</b> All registered members shall be notified of membership meetings at least two weeks in advance. Public notice of membership meetings also shall be provided in advance.</p>	<p><i>Compare to Article V of current bylaws.</i></p> <p><i>Section 1: previously, only one general meeting was mandated</i></p> <p><i>Section 2: previously a signed petition of 10 or more members was required; 20 represents 5% of households in the neighborhood. Note that under the petition, the Board actually called the meeting, not the petition. Note also that the vice-president cannot call a meeting under these proposed bylaws.</i></p> <p><i>Sections 2&amp;3: the requirement for prior notice of meetings is strengthened in these proposed sections.</i></p>
<p><b>ARTICLE V: Structure of the Board of Directors</b></p>	<p><i>Compare to Article III</i></p>

<p>The Board shall consist of a president, a president-elect, a secretary, and a treasurer plus five members at large. The immediate past president shall serve as an ex-officio member. The president, president-elect, secretary, and treasurer are defined as the officers, otherwise known as the executive board. Insofar as possible, membership on the Board shall reflect all geographic parts of the neighborhood.</p>	<p><i>Two changes from current bylaws: The vice-president becomes a president-elect; and broad geographic is expressly mentioned.</i></p>
<p><b>ARTICLE VI: Duties of the Officers</b></p> <p><b>Section 1</b> It shall be the duty of the president to conduct all general membership and board meetings, to represent the organization publicly, and to make whatever appointments as are necessary for the effective operation of the organization.</p> <p><b>Section 2</b> It shall be the duty of the president-elect to assist the president, to preside over meetings in the president's absence, to represent the organization on public occasions, and to fulfill the duties of president if that officer is unable to continue. The president-elect shall assume the role of president for the following term.</p> <p><b>Section 3</b> It shall be the duty of the secretary to record the minutes of all general membership meetings and board meetings and to conduct official correspondence. The secretary shall also chair the communication committee.</p> <p><b>Section 4</b> It shall be the duty of the treasurer to gather, protect, disburse, and keep appropriate records of all funds obtained by the organization. The treasurer shall keep an up to date roll of Association members in good standing.</p>	<p><i>Compare to Article III</i></p> <p><i>Section 1 is the same as before</i></p> <p><i>Section 2 is expanded as to the duties of the new position of president-elect in place of vice president.</i></p> <p><i>Section 3 includes chairing the communication committee as a function of the secretary.</i></p> <p><i>Section 4 adds keeping an up-to-date roll of members in good standing. (Other sections in the proposed bylaws refer to members in good standing.)</i></p>
<p><b>ARTICLE VII: Function of the Board</b></p> <p>It shall be the duty of the Board to act in behalf of the general membership of the Association. The Board shall also keep the general membership informed of actions of the Board as well as of neighborhood and city issues of importance and interest. The channels of communication shall be general membership meetings, periodic neighborhood newsletters, and other appropriate means as decided by the Communication Committee.</p>	<p><i>Compare to Article III, Section 6</i></p> <p><i>The current bylaws refer to the entire Board as the Executive Committee, which can be confused with the officers. The proposed bylaws refer to the Board consisting of officers and board members. This section reflects what the board has actually been doing.</i></p>
<p><b>ARTICLE VIII: Terms of office of the Board</b></p> <p>The president and president-elect shall be elected to two-year terms of office. The president-elect shall succeed the president, with a new president-elect voted into office every other year. The president cannot succeed himself/herself but is not prohibited from serving as president at another time.</p> <p>The secretary, treasurer, and each member at large of the Board shall serve a one-year term. No member shall serve more than four consecutive terms in any one office or position on the board.</p>	<p><i>compare to Article III intro and Section 6</i></p> <p><i>The major change lies in the restructuring of the offices of president and president-elect. These are each two-year terms. Under the proposed bylaws, with the president-elect moving into the president slot after serving two years as president-elect. This provides a more thorough training period in these times of increasing complexity of issues.</i></p>

<p><b>ARTICLE IX: Election of the Board</b></p> <p><b>Section 1</b> Elections shall be held once each year, at the fall general membership meeting, otherwise known as the annual meeting.</p> <p><b>Section 2</b> The President, with the approval of the Board, shall appoint a nominating committee. It shall be the responsibility of the nominating committee to nominate candidates for the officers and at-large board members to be elected at the annual meeting. The nominating committee shall consist of three persons, one of which is a current member of the board and two are association members in good standing not currently serving on the board.</p> <p><b>Section 3</b> All candidates for the Board, both officers and at-large, must be members in good standing at the time of their nomination to the board.</p> <p><b>Section 4</b> A proposed slate of officers and members at large to be elected that year shall be distributed at least two weeks in advance of the annual meeting. At the annual meeting, additional nominations from the floor shall be accepted.</p> <p><b>Section 5</b> The officers/board members shall be elected by secret ballot. Their term of office shall begin at the close of the annual meeting.</p> <p><b>Section 6</b> No member shall hold more than one office at a time.</p> <p><b>Section 7</b> In case a vacancy occurs during the year, the executive board shall appoint for the remaining term.</p>	<p><i>compare to Article V, Section</i></p> <p><i>This article provides much more detail about the process of elections.</i></p> <p><i>Sections 2-3 add a nominating committee and structure.</i></p> <p><i>Section 4-7 are new</i></p>
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<p><b>ARTICLE X: Accounting for Funds</b></p> <p><b>Section 1</b> Any expenditure of more than \$50.00 must be authorized by a majority of the board, or a majority vote of a general membership meeting.</p> <p><b>Section 2</b> A complete accounting of receipts and disbursements shall be made annually by the treasurer.</p>	<p><i>same as Article IV in current bylaws</i></p>
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<p><b>ARTICLE XI: Committees</b></p> <p><b>Section 1</b> Committees, standing or special, shall be appointed by the President of the Association, or as recommended by the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee.</p> <p><b>Section 2</b> There shall be five standing committees: Beautification, Communication, Crime Prevention, Historic Preservation, and Traffic.</p> <p><b>Section 3</b> Each committee shall consist of a chair appointed by the president and no more than eight members who have indicated an interest in serving. The committee membership shall reflect the different geographic areas of the neighborhood.</p> <p><b>Section 4</b> Committees may have meetings which include other members of the neighborhood association or representatives of the city government. Only official members of the committee may vote on committee business, but other members of the neighborhood association may otherwise fully participate in committee activities.</p> <p><b>Section 5</b> Committee recommendations for action shall be sent to the Board of Directors. Committee reports shall be made to the Board of Directors and an annual report to the general membership shall be made.</p>	<p><i>This entire Article is new.</i></p> <p><i>Sections 3-4 are consistent with other neighborhood association bylaws. They delineate the way committees function, insure broad geographic representation for voting members of the committees, and allow for inclusive participation in committee work.</i></p> <p><i>Sections 5-6 reflect the way committees have been functioning.</i></p>
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**Section 6** Committees other than the standing committees may be formed as deemed necessary or desirable by the Board. Special committees shall follow the same structure as standing committees, unless the Board specifically determines otherwise.

**ARTICLE XII: Parliamentary Authority**

The New Robert's Rules of Order shall guide the proceedings of the Cottontown/Bellevue Historic District Neighborhood Association, except as otherwise provided for in the Bylaws. Each year after the election, the President shall appoint from the new board a Parliamentarian for general business meetings, special meetings, and Board meetings

*This section is new; it is a normal bylaws statement.*

**ARTICLE XIII: Amendment of the Bylaws**

These Bylaws may be amended by a two-thirds vote of the members present and voting at any general membership meeting provided the proposed amendments were distributed two weeks prior to the meeting.

**LAST AMENDED:** \_\_\_\_\_ (date) \_\_\_\_\_

*Our current bylaws have no d and no provision for any requirement for an amendment procedure.*

Members Present August 13, 2006

First Name	8/13/06 Mtg.	Last Name	House #	Street
Vincent	X	Anderer	2240	Marion St.
Doug	X	Aylard	1310	Summerville Ave.
Karen	X	Aylard	1310	Summerville Ave.
Alejandro	X	Bernal	2203	Marion St.
Sandra	X	Billmeyer	1417	Victoria St.
Paul	X	Bouknight	1324	Confederate Ave.
Mary	X	Broadwater	1432	Franklin St.
Dennis	X	Butt	1303	Geiger Ave.
Lynn	X	Butt	1303	Geiger Ave.
Jason	X	Collins	2200	Wallace St.
Ellen	X	Cooper	2809	Grace St.
Susan	X	Creed	1426	Geiger Ave.
Mark	X	Gregory	1219	Summerville Ave.
Carol	X	Hall	2301	Marion St.
Joe	X	Haynes	1324	Confederate Ave.
Amy	X	Herin	1402	Summerville Ave.
Ron	X	Hildreth	1402	Summerville Ave.
Howard	X	Hunt	2421	Marion St.
Carol	X	Latimer-Finethy	2420	Marion St.
Saundra	X	Ligon	2130	Wallace St.
Patti	X	Marinelli	1400	Summerville Ave.
Josh	X	McDuffie	2417	Marion St.
Paul	X	Moore	2235	Wallace St.
Brent	X	Riley	2804	Grace St.
Kimberly	X	Riley	2804	Grace St.
Mark	X	Sanders	1404	Victoria St.
Amanda	X	Sanders	1404	Victoria St.
Laura	X	Smoak	1410	Anthony Ave
Jeff	X	Smoak	1410	Anthony Ave
Robbie	X	Sockwell	2222	Wallace St.
Rusty	X	Sox	2231	Wallace St.
Tom	X	Walters	1412	Anthony Ave
Shirley	X	Wheeler	1220	Anthony Ave