



BYLAWS

Updated (9/25/2024)

ARTICLE I: INTRODUCTION

The name of this association is Thirteenth Street Heights Neighborhood Association, *TSHNA*.

ARTICLE II: BOUNDARIES OF ASSOCIATION

The boundaries of the Association are:

- North Side – 11th Ave South
- East Side – Dr. Martin Luther King Jr. St.
- South Side – 18th Ave South
- West Side – 16th Street South

ARTICLE III: PURPOSE

The purpose of the Thirteenth Street Heights Neighborhood Association shall be:

- Intentional Inclusivity: Providing a platform for open dialogue, allowing residents to express their ideas and bridge the gap for a stronger community.
- Enhance Community Engagement: Fostering a sense of community by organizing events, gatherings, and activities that encourage neighborly interactions.

- Launch Progressive Initiatives: Collaborating on neighborhood improvement projects, such as beautification efforts, safety initiatives, and environmental sustainability that benefit the entire neighborhood.
- Strategic Collaboration: Creating and utilizing existing relationships with other associations, organizations, and city officials to foster community development, address shared concerns, and enhance the overall well-being of the neighborhood through collective efforts and shared resources.

The Thirteenth Street Heights Neighborhood Association shall operate as a non-profit, regardless of its official registration status, ensuring that no portion of its net earnings benefits any individual member."

ARTICLE IV: DEFINITIONS

- Annual Meeting - the Association meeting held annually in Q1 at which time elections are conducted
- Association – Thirteenth Street Heights Neighborhood Association, *TSHNA*.
- “The Board” - the governing body of the Thirteenth Street Heights Neighborhood Association, unless otherwise mandated by the Board, consists of Officers and Directors (“The Board”)
- Bounded Area - the geographic area defining the Thirteenth Street Heights Neighborhood Association. Any address on the boundary roadway is considered within the bounded area.
- Committee - a group of Association members selected to organize, manage, and otherwise preside over a specified task, event, or program
- Good Standing - status of an Association member who has adhered to the by-laws, purpose, and mission of the Thirteenth Street Heights Neighborhood Association. The Executive Board shall have the power and authority to remove any member if the Executive Board determines that such member has violated the bylaws of the Thirteenth Street Heights Neighborhood Association.
- Member - any person eligible for membership in the Association, is entitled to vote on motions or elections held in general Association meetings and is eligible to serve on the Board
- Membership Year - period over which a member of the Association is in good standing.
- Minutes - a summary of events that have occurred at a meeting of the Association or the Board of Directors
- Quorum - the minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid

ARTICLE V: MEMBERSHIP

Eligibility for Membership:

Any individual who fits within the defined **membership categories** (Resident Membership or Non-Resident Membership) is eligible to become a member of the Thirteenth Street Heights Neighborhood Association (TSHNA).

Joining the Association:

Eligible individuals may join the association by completing the membership form, which can be found on [Facebook Page, in-person at meetings, or as distributed by the Board]. Once the form is submitted and processed, members will be added to the Association's email list and will receive notifications regarding meetings, events, and updates.

Membership Approval:

No formal approval is required for new members who meet the eligibility criteria; however, the Board reserves the right to revoke or deny membership as outlined in these bylaws.

Maintaining Membership:

Membership is maintained as long as the individual continues to meet the eligibility criteria, adheres to the bylaws, and actively supports the mission and purpose of the Association.

Membership Categories

1. **Resident Membership** – Any resident (18 years old or older) whose primary residence (living) in the “Thirteenth Street Heights” (defined in Article 2, Boundaries), shall be eligible for Resident Membership. Resident Members shall have the privileges of voting, holding office, serving on committees, and speaking on the floor at membership meetings.
2. **Non-Resident Membership** – Any person (18 years old or older), owning property but not residing in the “Thirteenth Street Heights” defined in Article 2, Boundaries), shall be eligible for Non-Resident Membership. Non-Resident Members shall have all the privileges of “Resident Membership” except holding office.

3. **Membership in Good Standing** – A Member is in good standing if the member has adhered to the by-laws, purpose, and mission of the Thirteenth Street Heights Neighborhood Association. The Executive Board shall have the power and authority to remove any member if the Executive Board determines that such member has violated the bylaws of the 13th Street Heights Neighborhood Association.

The Board retains the authority to reject or revoke any membership for reasons deemed necessary by The Board. Rejection/revocation requires a supermajority (2/3) vote by The Board. The Association unequivocally disapproves of any form of discrimination, including but not limited to race, religion, gender, age, national origin, or sexual orientation. Furthermore, the organization is committed to actively pursuing policies that mitigate conflict and foster understanding among all groups of people.

ARTICLE VI: MEMBERSHIP DUES

The Association does not charge Membership Dues; however, the Executive Board may vote to change this in the future. Any such change shall be approved by a 2/3rd vote of the active members present as described in **ARTICLE XV, AMMENDMENTS**.

ARTICLE VII: MEETINGS

Member Meetings

1. The regular meetings of the Association are scheduled quarterly unless otherwise authorized by the Board of Directors or the Association's members.
2. The Q1 meeting of the members will serve as the Annual Meeting. Notification of meeting date will be provided no less than 4 weeks in advance.
3. For the conduct of business at any members' meeting, a quorum, requiring a minimum of 15 members must be in attendance. Board members are also counted as members.

Board Meetings

1. The Board will meet Quarterly at a minimum.
2. Notification of a Board Meeting shall be provided to all members no less than 14 days in advance unless the date is agreed upon by a 2/3 vote.

3. Members can request to have topics added to the Board meeting agenda and be present for said topic of discussion. Comments from members can be made during the open discussion portion of each Board meeting.
 - a) Members shall submit topics to the board no less than 7 days in advance of the scheduled meeting
4. Additional meetings of the board may be convened, as needed to sustain the intended purpose of the organization.
5. At any Board meeting, a quorum shall consist of a majority of The Board, including the President or Vice President.

ARTICLE VIII: BOARD

The control and management of the Association, along with its affairs and property, shall be exclusively vested in The Board, consisting of current Officers.

Minimum of 3 and maximum of 5 Officers.

1. To avoid a potential conflict of interest, no members from the same household/business address may concurrently serve on The Board within the following positions: President, Vice President, and Treasurer.
2. The Board will be elected by the Association members during the Annual Meeting.
3. The Board is empowered to establish bylaws, rules, and regulations for its governance and the conduct of the Association's business, subject to ratification by the membership.
4. The Board has the authority to appoint members in good standing to represent the Association at external organizations in which the Board deems participation necessary.
5. Board Members who fail to participate, either in person or via electronic means, at three (3) consecutive Board meetings or four (4) total meetings within a year will forfeit their position.
 - a. However, a Board Member may appeal to the Board for special consideration after reaching the maximum allowable absences, and their continuation on the Board requires the approval of two-thirds (2/3) of the Board of Directors.
6. Vacancies:
 - a. In the event of a vacancy due to resignation, death, or other reasons, the Board may elect a member (by a $\frac{2}{3}$, supermajority vote) to fill the position for the remainder of the term.

- b. The Board may also delegate the responsibilities of the vacant position among the remaining Board Members until the vacancy is filled.

BOARD MEMBER OATH

As a Board Member of Thirteenth Street Heights Neighborhood Association, we solemnly vow to uphold the principles of integrity, transparency, inclusivity, and collaboration.

With unwavering integrity, we will conduct ourselves with honesty and fairness, ensuring the highest ethical standards in all our actions and decisions.

Transparency will be our guiding light. We commit to open communication, providing accessible information about our activities and decisions, and fostering trust within our community.

Inclusivity is our pledge. We will celebrate and embrace diversity, creating a space where every voice is heard, and every resident feels valued.

Collaboration is our strength. We pledge to actively seek and engage in partnerships with residents, local organizations, and businesses to address the needs and aspirations of our community.

As stewards of Thirteenth Street Heights, we take this oath with dedication. Together, we will build a community that thrives on unity, embraces diversity, and celebrates the collaborative spirit that defines us all.

ARTICLE IX: OFFICERS

The Officers of the Association consist of the President, Vice President, Secretary, Treasurer, and Marketing. No person or household may hold the position of President, Vice President, or Treasurer simultaneously. Individuals holding elected office in Federal, State, County, or City Governments, or those who have announced candidacy for such offices, are ineligible to be elected or serve on the Board of Directors.

1. Election and Term:

- a. Officers and Directors are elected by the membership for a one-year term at the Annual Meeting.

2. Vacancies:

- a. In the event of a vacancy due to resignation, death, or other reasons, the Board may elect a member (by a $\frac{2}{3}$, supermajority vote of The Board) to fill the position until the next annual meeting.
 - b. The Board may also delegate the responsibilities of the vacant position among the remaining Board Members until the vacancy is filled.
- 3. Removal:
 - a. Officers may be removed from their position by a supermajority ($\frac{2}{3}$) vote of the Board, in the event of neglect of duty or unethical behavior.

Officers:

1. President:

- b. The President presides over all meetings of the members and The Board as the chair.
- c. The President signs all formal documents on behalf of the Association.
- d. This includes but is not limited to local/state/federal required filings. (Example: articles of incorporation, city grants...)
- e. Responsibilities include the supervision of Association affairs, officers, directors, and contractors.
- f. The President may serve a maximum of three (3) consecutive terms. Approval by a majority vote of the Board is required if seeking an additional term immediately after three consecutive terms.

2. Vice President:

- g. The Vice President performs the duties of the President in their absence or as requested by the President. The Vice President shall not take on Presidential responsibilities without consent from the President unless consent is not physically possible due to extenuating, unforeseen circumstances.
- h. The Vice President also acts as the liaison for the association.
- i. Additional Duties may be assigned by The Board.

3. Secretary:

- j. The Secretary records the minutes of the Board and members' meetings and makes them available after meetings\
- k. The Secretary maintains the list of members
- l. Additional Duties may be assigned by The Board.

4. Treasurer:

- m. The Treasurer oversees all financial transactions and fundraising efforts
- n. The Treasurer completes any Grant Application processes and submits them to the President for final approval and signature.
- o. Additional duties may be assigned by the Board.

5. Marketing:

- p. The Marketing oversees all social media and marketing efforts.
- q. Additional duties may be assigned by the Board.¹

¹ Additional duties can be assigned and should be reasonably related to the officer's role at any time without amendment to the bylaws

ARTICLE X: BOARD VOTING

1. The President shall not make a motion or vote. However, in the event of an even-numbered Board resulting in a deadlock vote, the President will have the authority to make the final decision, unless otherwise required by law or provided in these bylaws.
2. Board members are authorized to participate in voting on motions before the Board in various ways, including in-person attendance at board meetings, utilizing electronic methods or virtual meetings, and casting votes through email.
3. When votes are submitted other than in person, it is imperative that all Board members are involved in the deliberation of a particular matter. For example, emails and phone calls should include all Board Members, if possible.
4. The details of votes will be documented in the minutes of the subsequent scheduled Board Meeting. Votes will be recorded for each board member individually.

ARTICLE XI: ELECTIONS/VOTING

The election of officers and non-officer board members by the membership shall be conducted at the Q1 Annual meeting through a majority vote of members in attendance. Candidates for open seats on The Board will be elected based on the highest number of votes, with eligible members being those in good standing with current dues paid.

1. Election Committee: The Election Committee Chair, appointed by the President (at the Q4 meeting), will select at least two (2) additional committee members, ensuring no household overlaps among the Chair or other Committee members. The Committee's members must be approved by a majority of the Board of Directors. Election Committee members are ineligible for nomination and/or election to the Board of Directors.
 - a. The Committee will solicit nominations, inform nominees of their duties, and ensure their willingness to serve.
 - b. The Committee will treat all nominees fairly, without endorsing any candidate.

- c. Committee members or candidates may not live in households or have personal relationships with someone sitting on The Board. Nominations from the floor during the annual election may be added to the ballot as write-in votes (starting 2nd year of the Thirteenth Street Heights Neighborhood Association.)
2. Publication of Candidates: The Committee will publish, no later than 15 days in advance of the Annual Meeting, a list of eligible candidates (in good standing) who expressed their intent to run for an officer or board position in available neighborhood print and electronic media.
3. Voter Eligibility: The Board will provide an updated list of members in good standing to the Election Committee before the election.
4. Ballot Handling and Counting: The Election Committee, as a whole, is responsible for handling and counting ballots. Ballots will be distributed to eligible members at the Annual Meeting. Results of the ballot count will be announced by the Election Committee Chair after the Annual Meeting.
5. Each household is entitled to one vote per address.
 - a. The first vote received from each household will be accepted.

ARTICLE XII: VOTING METHODS

Voting Avenues

The method(s) of voting for association decisions, including elections of officers, amendments, and other matters, will be determined by the Board. The Board shall

choose from the following methods and communicate the chosen avenues to the membership at least 14 days before any vote:

1. **In-Person Voting**: Conducted during meetings.
2. **Online Voting**: Through a secure platform approved by the Board.
3. **Email Voting**: Sent to the designated Election or Voting Committee.
4. **Absentee Voting**: Procedures determined by the Board.

Section 2: Decision and Communication

The Board is responsible for determining which voting avenue(s) will be used for each election or decision-making process. The Board must communicate the chosen method(s) to the membership at least 14 days prior to the vote, ensuring members have clear instructions on how to cast their votes.

ARTICLE XIII: COMMITTEES & PROGRAMS

1. The Board and the Association may establish standing and special committees as deemed necessary by the Board.
2. All committees or programs are required to provide a report to the Board upon request in preparation for Board Meetings.
3. The Board retains the discretion to create or dissolve any committee or program with a majority vote.

ARTICLE XIV: FINANCIAL RESPONSIBILITY

1. All approved financial transactions and disbursements on behalf of the Thirteenth Street Heights Neighborhood Association shall be approved by a 2/3rd vote majority from the Executive Board. Disbursements from the Thirteenth Street Heights Neighborhood Association financial holdings in excess of any denomination will require a 2/3rd vote officer approvals.
2. Transactions should be announced in advance, when possible. Otherwise, notice should be provided to The Officers immediately following the transaction.
3. A summary of the Association's financials will be provided at the first members meeting of each calendar year, as well as upon reasonable request to any member in good standing of the Association.

ARTICLE XV: Sponsorship

Sponsorships shall be voted on by a majority vote of The Board. The benefits, fees, timeline, and other relevant details shall be clearly defined for each sponsorship opportunity. Details of sponsorship opportunities will be shared with the general membership to ensure transparency and equal access.

ARTICLE XVI: AMENDMENTS

1. Bylaw amendments can be proposed by any member, in writing, and will be reviewed at the next regularly scheduled Board Meeting. If The Board accepts

(by majority vote) the proposed amendment(s), it shall be brought before the members for a vote at the next membership meeting.

2. These Bylaws may be adopted, revised, or rescinded by a majority vote of the members in attendance at a membership meeting.
3. If the members do not pass the initial bylaw amendments proposed by The Board, the members can propose alternative language.
 - a) To approve the alternative language at the membership meeting, The Board shall hold a vote and then the membership shall vote.
 - b) A majority vote in favor of the amendments is required from both The Board and members to pass the amendment.
4. At any time, The Board can delay the amendment vote until the next member meeting through a majority vote by The Board.

ARTICLE XVII: RECORD RETENTION AND DATA SECURITY

Unless otherwise stipulated by these Bylaws, specific officers are responsible for retaining and managing various records as outlined below:

1. Treasurer:
 - a) responsible for the retention and maintenance of all records and data related to the Association's finances and insurance coverage. This includes the safeguarding of user IDs, passwords, and any other necessary information for accessing all financial accounts utilized by the Association, such as bank accounts, credit and debit card accounts, and online payment receipt services. All such records must be electronically preserved for a minimum of seven years.
2. Secretary:
 - a) entrusted with the retention and management of all other records and data pertaining to the Association. This encompasses both hard copy records and essential information like user IDs, and passwords, required to access, modify, and control various online platforms such as websites, email accounts, social media, online storage, and online marketing accounts.
3. All records and data should be maintained for a period of at least 7 years, or as required by law. This includes but is not limited to emails, electronic files, and physical documents. An archive shall be created for long-term storage.
4. The Board is committed to ensuring membership data is not used nor shared beyond the official purposes of the Thirteenth Street Heights Neighborhood Association.

ARTICLE XVIII: RULES OF ORDER

“Robert Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XIX: DISSOLUTION

This Association may be dissolved by the vote of a two-thirds (2/3) majority of its Board of Directors.

1. In the event of dissolution, all member data shall be purged within 30 days of dissolution.
2. In the event of dissolution, monetary funds and non-monetary property shall be distributed to a charitable organization (501c3) chosen by a majority vote of The Board.
3. If The Board cannot obtain the necessary number of votes, the President shall decide where the funds are dispersed.

ARTICLE XX: INDEMNABILITY

The Association acknowledges and may provide indemnification for each director, officer, or employee—presently serving or in the future—against any claims or liabilities arising from their service as a director, officer, or employee. This indemnification extends to actions alleged to have been taken, omitted, or neglected during their tenure with the Association. The Association reserves the right to reimburse such individuals for reasonable legal expenses incurred in connection with these claims or liabilities. However, it is explicitly stated that no indemnification or reimbursement shall be extended for claims or liabilities arising from an individual's own fraud, misrepresentation, or gross negligence.

It is important to emphasize that any indemnification or reimbursement outlined in this provision does not preclude or diminish any legal rights to which a director, officer, or employee may be entitled by law.

ARTICLE XXI: COMPLIANCE

All members of the association are to remain in compliance with all governing bodies overseeing the activities of the Thirteenth Street Heights Neighborhood Association. If a member puts the Association at risk of regulatory non-compliance, the member may be immediately removed by a majority vote of The Board.