

# **Bylaws of the Lenox Heights Neighborhood Association**

## **Article I. NAME AND PURPOSE**

Section 1.01: NAME. The NAME of this organization shall be the Lenox Heights Neighborhood Association, hereafter referred to as the Association.

Section 1.02: PURPOSE: The Association exists for the following purposes.

- 1) To represent the interests of, advocate for, and provide leadership to, residents of the Lenox Heights Neighborhood. The Association shall be guided by the Mission of the Association, as approved by the membership.
- 2) To provide an open process through which Lenox Heights residents may involve themselves in the affairs and betterment of the neighborhood.
- 3) To maintain an open line of communication and act as a liaison between the Lenox Heights neighborhood and other entities including businesses, government agencies, nonprofit organizations, and other neighborhoods.
- 4) To plan and implement activities related to these purposes.

## **Article II. BOUNDARIES.**

Section 2.01: The area included in and directly affected by the Association will be the Lenox Heights neighborhood in Milwaukee, Wisconsin, which is bounded on the north by Burleigh Street, on the south and west by Lisbon Avenue, and on the east by Appleton Avenue and a short section of 60<sup>th</sup> Street.

## **Article III. MEMBERSHIP.**

Section 3.01: ELIGIBILITY FOR MEMBERSHIP. Any current adult (18 years of age or older) resident of, or owner of property in, the Lenox Heights neighborhood, is eligible for Membership in the Association upon payment or accepted waiver of the annual dues.

Section 3.02: INCLUSION. The Association desires its Membership to reflect the racial and cultural diversity of the neighborhood. Residents throughout the neighborhood shall be encouraged to become Members, vote in Association elections, serve on the Board, and participate in Association activities.

Section 3.03: ANNUAL DUES. The amount required for annual dues shall be approved by a majority vote of the members in attendance at an annual meeting of the full membership. Full payment of the annual dues will entitle the Resident or Property Owner to full membership privileges. Membership privileges may be extended to family/household members through a Family Membership.

Section 3.04: MEMBERSHIP FEE WAIVER. Any eligible Member who finds that they cannot afford to pay the full Membership dues, may apply for a one year fee waiver. Members should make their request by checking a “waiver” option on the pledge form, or by contacting the Treasure, who may approve all waivers. Members may apply multiple times and this information will be considered confidential. Other Members will have an opportunity at the time that they pay their dues, to contribute to a fund that will offset the cost of waivers.

Section 3.05: VOTING RIGHTS. The full payment of the annual dues will entitle each Member to one vote in all Association elections.

Section 3.05: TERMINATION OF MEMBERSHIP. Membership in the Association expires at the end of the calendar year.

Section 3.06: RESIGNATION. Any Member may resign by filing a written resignation with the Secretary of the Association.

#### **Article IV. BOARD.**

Section 4.01: MANAGEMENT.

- 5) The Association shall be governed by a Board of Directors, hereafter referred to as the Board. Directors will hereafter be referred to as Board Members.
- 6) Only a Member of the Association is qualified to become a Board Member.

Section 4.02: BOARD SIZE AND REPRESENTATION.

- 1) The Board shall consist of seven (7) to nine (9) elected Members, or a number sufficient to conduct the affairs of the Association.
- 2) One to two additional Board Members may be appointed by the Board in order to achieve greater neighborhood representation as to race, gender, age, or geographic distribution. Appointed Board Members will have the same rights and responsibilities as any other Board Member.

Section 4.03: ELECTIONS. Board Members shall be elected by majority vote at the annual meeting of the full membership.

Section 4.04: TERMS. Board Members shall serve a two-year term, with a limit of two consecutive terms. The Board will implement a process by which Board terms are staggered so as to satisfy the intended objective of one half of the Directors being elected annually.

Section 4.04: CONTRACTUAL LIMITATIONS. Unless so authorized, no Board Member or officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 4.05: VACANCIES AND REMOVAL FROM OFFICE. Any Board Member or Officer may be removed by a majority vote of the members of the Association (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority of the Association shall elect a successor.

Section 4.06. ETHICS. Board members shall not engage in self-dealing. Board members be transparent about any potential conflict of interest.

## **ARTICLE V. OFFICERS.**

Section 5.01: OFFICERS. The Association shall have the following officers:

- 1) President,
- 2) Vice-President, (optional)
- 3) Treasurer, and
- 4) Secretary.

Section 5.02: ELECTION OF OFFICERS. The Officers shall be elected by majority vote at the annual meeting of the full membership.

Section 5.03: TERM OF OFFICE. The Officers shall serve a one-year to two year term, with a limit of four years, unless an extension is approved by the membership.

Section 5.04: DUTIES. The duties of the Officers are as follows:

- 1) The **PRESIDENT** shall be the principal executive officer of the Association and shall preside over regular meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.
- 2) The **VICE-PRESIDENT** shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.
- 3) The **TREASURER** shall collect, safeguard, disburse and make periodic reports of all funds collected in the name of the Association. All funds shall be deposited in a bank account approved by the Board.
- 4) The **SECRETARY** shall ensure the maintenance and distribution of the records of the Association activities. This includes keeping attendance records and recording the proceedings of all meetings, maintaining adequate records of the Association activities, and conducting such official correspondence as shall be required. The Secretary shall work with Association members and the board to ensure that the community is informed about important neighborhood news and events through newsletters, online publications, or other means.
- 5) The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association Membership.

## **ARTICLE VI. MEETINGS.**

Section 6.01: PLACE OF MEETINGS. Meetings of the Board shall be held at a place the President or a majority of the Members may from time to time select, with effort made to select locations for regular meetings that are conducive to public participation.

Section 6.02: REGULAR MEETINGS. Regular meetings of the Board shall be held at least bi-monthly (six times a year), at a time and place designated by the Board.

Section 6.03: ANNUAL MEETING. An annual meeting of the Members shall be held in March of each year. At such meeting, the Members shall elect the Officers and new Board Members of the Association, receive reports on the affairs of the Association, and transact any other business that is within the power of the Members. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting.

Section 6.04: SPECIAL MEETINGS. Special meetings of the Members may be called by the President, by a majority of the Officers of the Association, or by ten percent (10%) or more of the Members entitled to vote.

Section 6.05: NOTICE OF MEETINGS. A written or electronic notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each Member of record entitled to vote at the meeting. This notice shall be given at least seven (7) days before the date named for the meeting, with the exception of Regular Monthly Meetings for which, once a firm date, time and place have been publicized to all the members, no further notice shall be required.

Section 6.06: AGENDA. An announcement of the main agenda items will be included in all meeting notices. Members of the Association may submit items for consideration on the agenda to the President two weeks in advance of announced meetings.

Section 6.06: QUORUM. In order to formally approve or take action on items affecting the Association, a quorum must be present at the meeting. The following will constitute a quorum:

- 1) Regular Board Meetings: 51% of the Board Membership
- 2) Annual Meetings: 10% of the Association Membership
- 3) Special Meetings: 10% of the Association Membership

## **ARTICLE VII. VOTING.**

Section 7.01: CONSENSUS AND VOTING. Most issues may be decided by consensus, with care taken to receive input from all present. When voting is utilized such as elections, decision will be made by a majority vote of Association Members.

Section 7.02: ELECTRONIC VOTING. Where any changes in the Bylaws are to be voted on, or any other election is to be made whereby a count of the votes of all members may be desired, such election may be conducted electronically or by distribution ballot in such manner as the officers of the Association shall determine advisable.

## **ARTICLE VIII. COMMITTEES.**

Section 8.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Board may establish committees as deemed necessary. Committees Chairs shall be appointed by the President. Participation on committees shall not be limited to Board Members and may include Association Members.

## **ARTICLE IX. FINANCES.**

Section 9.01: EXPENDITURES. Expenditures of funds amounting to over One Hundred Dollars (\$100) in any month must be approved by majority vote of the Board present at any properly-announced meeting.

Section 9.02: FINANCIAL REPORTS. Quarterly and Annual Financial Reports shall be prepared by the Treasurer and presented to the Board at regular meetings, and to Association Members at the annual meeting.

## **ARTICLE X. AMENDMENTS.**

Section 10.01: PROCEDURE. These Bylaws may be amended by a two-thirds majority vote of those present at the Annual Meeting of the Association, provided thirty days written notice of the proposed amendment and of the meeting is given.

## **ARTICLE XI. ACCEPTANCE OF BYLAWS**

Section 11.01: VOTING. Acceptance of these Bylaws shall be by a two-thirds majority vote of those present the Annual Meeting, provided written copies of the Bylaws and written notice of the meeting is given to all Members at least seven days prior to the meeting.

## **ARTICLE XII. NON-COMPLIANCE WITH BYLAWS.**

Section 12.01: NON-COMPLIANCE PENALTIES. Noncompliance with the Bylaws of the Association may result in termination of membership for the offender, upon a two-thirds majority vote by the membership of the Association. Under no circumstance will noncompliance with any section of these Bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.

