

Bylaws of the West End Neighborhood Association

Article 1: MISSION -- Why we exist.

To better our neighborhood.

Article 2: VISION -- What is success for us?

We seek to foster an active neighborhood association that engages members, identifies neighborhood needs, takes positions on matters of civic interest, and seeks funding for neighborhood projects and events.

Article 3: VALUES -- What we stand for.

1. Inclusion: Operate openly and democratically to encourage participation.
2. Engagement: Educate and inform members about issues affecting our neighborhood.
3. Variety: Seek and respect perspectives of all WENA members regardless of age, culture, disability, ethnicity, gender identity, income, national origin, political affiliation, race, religion or sexual orientation.
4. Community: Improve walkability, bike routes, public spaces, safety, and sense of belonging.
5. Sustainability: Support environmentally friendly projects and practices.
6. Historic preservation: Help to preserve and enhance our neighborhood's livability and historic charm.

Article 4: BOUNDARIES

The geographic boundary of WENA for purposes of determining membership shall include the sections of the West End of Boise depicted on the attached map (Attachment A).

Article 5: MEMBERSHIP

1. WENA membership shall be open to any person 18 years or older who resides, or owns property or a business, or represents a non-profit organization, located within the geographical boundaries as stated in Article 2. "Reside" shall mean that person maintains their primary residence within the geographic boundaries as stated in Article 2. Membership shall be limited to one representative per organization or business. If a property owned by a non-resident is used for commercial purposes, that business shall represent one membership.
2. Only WENA members are eligible to vote for candidates for the Board of Directors at the annual membership meeting. Any member can be nominated by any other member or by themselves.
3. Prior to voting, members shall provide their names and addresses and, if membership is to be obtained by virtue of business or property ownership, their business name and address, or the location of their property, to WENA's Secretary for verification.
4. Membership may be terminated by resignation and shall terminate at once for anyone who ceases to reside, own property or conduct business within the boundaries of WENA.
5. Each member shall have one vote. There shall be one class of member. There shall be no voting by proxy available to members.

Article 6: BOARD OF DIRECTORS

1. Composition: The Board of Directors (Board) shall have a membership of a minimum of seven members and a maximum of eleven members elected at the annual meeting.
2. Terms of officers: Board members shall serve two-year terms. Up to six Board members shall be elected in even-numbered years, five Board members in odd-numbered years.
3. The duties of the Board shall include all items and issues that the general membership or the Board deem relevant to the best interests of the WENA.
4. Actions taken by the Board should represent the majority sentiment of the general membership of the WENA. The Board shall seek input, including dissenting views, from the general membership for projects or items deemed of significance, such as development proposals that substantially affect the neighborhood.
5. Decisions and actions of the Board shall be subject to review at the next public meeting or at special meetings called for that purpose.
6. Board members shall be allowed to vote by proxy by notifying the President, in writing, before the start of the meeting, specifying they wish to appoint another Board member to represent them and to vote on their behalf at the meeting.
7. Members of the Board shall be removed in the event they are absent without cause for more than three consecutive meetings.

8. Removal of a member of the Board of Directors can occur at a regular or special meeting called, and properly noticed, for that purpose. A two-thirds affirmative vote of the Board membership is required for the removal of a member of the Board of Directors.

Article 7: OFFICERS

1. The Board of Directors shall elect the following officers at a Business Meeting of the Board of Directors, as designated by the Board: President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be one person.

Officer elections shall occur at the first business meeting after the annual meeting..

2. Duties of the President:

- Serve as the executive officer and oversee the carrying out of programs.
- Preside over all meetings of the Board of Directors.
- Prepare and post meeting agendas as required by these bylaws.
- Sign or endorse checks, drafts and notes in conjunction with the Treasurer.
- Act as an ex-officio member of all committees.
- Present an annual report to the members at the annual meeting or designate a representative to present the report.
- Reply to WENA correspondence when appropriate.
- Sign all contracts and other instruments authorized by the Board.
- Appoint Board members or general members to special positions, such as Webmaster, Archivist, Grant Coordinator or other positions, with approval of the Board of Directors.
- Act as the primary representative of WENA at public or local government meetings or assign that function to other Board members.
- Act as a spokesperson for WENA or assign that function to another Board member as the President deems appropriate.

3. Duties of the Vice President:

- Assist the President upon the President's request. Perform the duties of the President or other officer in their absence, inability or refusal to act.
- Files the annual report with the Secretary of State pursuant to Chapter 3, section 30-3-136, of the Idaho Non-Profit Corporation Act.

4. Duties of the Secretary:

- Keep minutes of all annual meetings and all meetings of the Board of Directors.
- Publicly post meeting minutes within seven days of each meeting.
- Ensure that all notices are provided according to the provisions outlined in these Bylaws.
- Maintain WENA records.
- Maintain WENA mailing list.

5. Duties of the Treasurer:

- Act as custodian of all WENA funds.
- Open and deposit funds in an account in WENAs name.
- Present a financial statement at the annual meeting.
- Provide a quarterly financial report, on a defined schedule, to other officers.

6. Removal of an Officer may occur at a regular or special Board of Directors meeting called, if properly

noticed, for that purpose. A two-thirds affirmative vote of the Board of Directors is required. Removed Officers may retain their Board positions.

7. Vacancies: A vacancy in any office because of resignation, removal, or otherwise, may be filled by appointment by the Board of Directors for the remainder of the term. A quorum of the Board is required for approval of the appointment of a new member of the Board of Directors. In the event there shall be a vacancy on the Board, a quorum shall constitute half of the number of board members plus one.
8. No member of WENA or the Board of Directors may represent to any public agency, the media, or other person or entity that they represent WENAs views or desires unless their statements have been authorized by majority vote of Board members. For any recommendation made by WENA to the City or other agency, a summary of dissenting views shall be provided.

Article 8: MEETINGS

1. **Annual Membership Meetings:** WENA must hold an annual membership meeting. The annual membership meeting may be held at any time during the calendar year, provided that the Board of Directors schedules the annual membership meeting no later than January 31 of that year. The purpose of the annual meeting is to elect Board members, receive reports, and gather member input. Elections shall be attributed to the calendar year in which the annual membership meeting is held.
2. **Board Meetings:** The Board shall designate no fewer than four (4) meetings per calendar year as **Business Meetings**, including the Annual Membership Meeting. A quorum is required to conduct official business at any Business Meeting. A quorum consists of a majority of seated Board members. Notice of each Business Meeting shall be provided to the membership at least thirty (30) days in advance and shall include the time and place and at a location accessible to all members of the association. Agendas shall be made available at the meeting. All other Board meetings that are not Business Meetings, and that are not the annual membership meeting, shall be considered **Working Meetings**. Working Meetings do not require a quorum and may not conduct official business.
3. **Emergency Business Meetings :** The Board may designate an additional meeting as a Business Meeting with less than thirty (30) days' notice when necessary to address time-sensitive or unforeseen matters. Notice shall be provided as far in advance as practicable, and not less than twenty-four (24) hours prior to the meeting. The reason for shortened notice shall be documented in the meeting minutes. Agendas shall be made available at the meeting.
4. **Special Meeting:** May be called by the president and one (1) board member; any two (2) board members; or a minimum of 10 members.
5. **Notice Requirements:** Notice of the annual membership meeting shall be provided to members through the city-sponsored postcard, email list, website, and other social channels. Notice of Business Meetings of the Board of Directors shall be provided in accordance with Section 8.2. Agendas shall be made available at least 24 hours prior to the meeting. Notice of special meetings of the Board of Directors shall be provided to Board members and the general membership no fewer than twenty-four (24) hours in

advance by electronic mail or other reasonable means. Agendas shall be made available at the meeting.

- 6. Agenda:** Members may submit agenda items at least 48 hours in advance.

Article 9:. Dual Signatures

All checks over \$100 must bear one authorized signature and confirmation from the other authorized individual. For checks under this amount, one authorized signature is sufficient. Electronic transactions over \$100 must also be approved in writing by a second authorized individual (e.g., via email or board-approved authorization form). If for any reason a second signer is not available, the board may authorize one signatory to complete the transaction with a simple majority vote. Any transaction over \$500 must be approved with a simple majority vote of the Board of Directors.

Article 10: COMMITTEES

The Board of Directors may, at its discretion, designate committees for the purpose of addressing particular tasks, events or issues. Members of a committee shall work together to further the purposes of the committee, and may be comprised of any WENA member who desires to participate. Committees shall be responsible to the Board of Directors.

Article 11: OPEN MEETINGS

1. All WENA meetings are open to the public unless the Board of Directors votes to withdraw into executive session for the sole purpose of discussing and voting on the removal of Board members or to discuss matters of litigation. All decision-making discussions and votes made in executive sessions are confidential. Ultimate decisions will be made public. All Board member removals are confidential and shall not be discussed outside the Board.
2. Members may request that the Board of Directors make reasonable accommodations for access to Board or general meetings. The Board shall determine at its discretion whether or not accommodation is reasonable and feasible.

Article 12: CONFLICT OF INTEREST

1. A conflict of interest exists when a member of the Board of Directors, acting in their official capacity, votes or takes affirmative action that, if successful, will or reasonable could provide that Board member with a personal or business advantage and this possible advantage is known, or should be known, to the member when casting such vote or taking such action.
2. If Board members might have a direct or indirect conflict of interest, they must disclose all relevant facts to the Board.
3. A Board member with a potential direct or indirect conflict of interest must abstain from voting regarding the issue unless otherwise approved by the Board.
4. Failure to disclose all potential conflicts, direct or indirect, or abstain from voting is grounds for removal from the Board of Directors.

Article 13: NON-DISCRIMINATION

WENA will not discriminate against individuals or groups on the basis of age, culture, disability, ethnicity, gender identity, income, national origin, political affiliation, race, religion or sexual orientation in any of its policies, recommendations or actions.

Article 14: AMENDMENTS TO BYLAWS

1. These bylaws may be amended upon the affirmative vote of two-thirds of the members present at any meeting of the general membership, provided the proposed amendment has first been presented and approved at a meeting of the Board of Directors.
2. Amendments go into effect immediately following their adoption. Modifications to the Articles of Incorporation must be filed with the office of the Idaho Secretary of State and the City of Boise.

Article 15: ADOPTION OF ARTICLES OF ASSOCIATION AND BYLAWS

I, Justin Buckley, President of the West End Neighborhood Association (WENA) certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, approved by the Board of Directors on 21 April 2026.

President