

# Bylaws of Shepherd Historic Neighborhood Association

## Established \_\_\_\_\_

### Article I. Name

The name of the association shall be Shepherd Historic Neighborhood Association and shall also be known as Shepherd HP or SHNA.

### Article II. Purpose

The purpose of the association shall be to promote a better community for residents through voluntary group action. We aim to improve and beautify our neighborhood, educate our members in the prevention of residential crime and vandalism, work with other area neighborhoods and city officials to achieve our mutual goals, and improve neighborhood and community relationships.

### Article III. Boundaries

The organization shall serve the residents that live within the boundaries as follows: the north boundary is the south side of NW 30<sup>th</sup>, the south boundary is the north side NW 23<sup>rd</sup> St, the east boundary is the west side of N Pennsylvania Ave, and the west boundary is the east side of Villa Ave.

### Article IV. Membership

**Section 1: Who Can Join:** Membership is open to any and all persons residing in, or owning property in, located within the boundaries listed in Article III of these bylaws.

**Section 2: Voting Membership:** Only persons who have paid the annual dues in full may vote on association business. Each adult living in the residence must pay dues in order to vote. Each address may have no more than three dues paying members. Voting members must be at least 18 years of age or older.

**Section 3: Member in Good Standing:** All persons who have requested to join the association, adhered to the association's regulations and bylaws and have paid their dues in full will be considered members in good standing.

### Article V. Dues

**Section 1: Why Collect Dues:** All members will be asked to pay dues annually. Dues are voluntary, however, only members in good standing may vote on association business. Dues are collected for the sole purpose of carrying out the mission of the association.

**Section 2: Amount of Dues:** Dues will be kept low so as to encourage as many members as possible. The amount of the dues will be determined annually and announced at the annual meeting to be held in November. The Executive Committee will make a recommendation to the membership at the annual meeting as to the amount of the yearly dues followed by a vote of the membership.

**Section 3: Payment of Dues:** Annual dues are to be paid within 60 days of the annual meeting. New members will be asked to pay for the full year in which they join, regardless of when they join. If this causes a hardship on the member, dues may be prorated.

**Section 4: Other Monetary Donations to the Organization:** Periodically, members may be asked to donate to other projects proposed and voted on by the association. These are voluntary payments and are not considered dues.

**Section 5: Who Pays Dues:** Dues are collected from all members who are 18 years of age or older. Each adult resident or neighborhood supporter may pay dues and therefore be able to vote on association

business. Each address may have no more than three dues paying members.

## **Article VI. Meetings**

**Section 1: Time and Place of Meetings:** The Association will meet regularly at a time and place that is convenient to the largest number of members; there shall be two general membership meetings yearly, one of which will be the Annual Meeting. Meeting dates and times should be consistent and moved or rescheduled only as a last resort. When circumstances allow, members shall be notified at least 7 days in advance of all cancelled meetings.

**Section 2. Notice of Meetings.** Notice of regular meetings shall be posted, stating the place, day, hour, and subject of the meeting. This notice shall be delivered not less than seven (7) days before the date of the meeting. The message may be delivered by electronic messaging, phone message, written notice delivered to the home, or a notice mailed to each home address. Yard signs posted around the neighborhood may also be a means of notice. It is up to the Leadership Team to decide the most appropriate type of communication for the neighborhood.

**Section 3: Special Meetings:** Special Meetings of the membership may be called by the Executive Committee with a 3-day notice. Members may also call a Special Meeting for any reason by bringing forth a petition signed by at least 30% of the members in good standing and presenting it to a board member. The board member is then required to call a board meeting at which time the Board is to schedule a Special Meeting within 20 days of receipt of the petition and allow the petitioners to set the agenda and to run the specially called petitioners meeting. The Board members should attend the Special meeting.

**Section 4: Committee Meetings:** The Executive Committee and/or other committees of the Association may meet at other times to conduct the business of the Association.

**Section 5: Annual Meeting:** The Association will hold an annual meeting in November of each year. The officers will be elected at that meeting. The amount of annual dues will be voted on at that meeting. Anyone is allowed to attend this meeting but only members in good standing (see Article IV) are allowed to vote at this meeting. The annual budget will be voted on at the annual meeting and the Audit Committee (see Article X, Section 4) will make their report.

**Section 6: Nominations:** Nominations will be accepted from the floor at the Annual meeting.

**Section 7. Hazard Situations.** In the event of a hazardous situation that would put the health or well-being of the community at undue risk or in other extenuating circumstances, the Leadership Team has the option to cancel or postpone previously scheduled meetings or events without standard notice.

**Section 8. Electronic Attendance.** Meetings may use electronic methods to be part of a meeting in real time (i.e. video chat or conference call). Present in real time electronically would be considered the same as present in person.

## **Article VII. Officers**

**Section 1: Officers:** The officers shall be President, Vice President, Secretary, Treasurer, Historic Preservation District Officer, and any other officers agreed upon and voted on by the membership. Officers must have their primary residence within the neighborhood boundaries as stated in Article III.

**Section 2: Elections:** These offices shall be elected by a majority vote at the annual meeting. A roll call, voice or secret ballot election may be used. If the officers are not elected at the annual meeting, the current officers hold office until an election can be held. All officers must be members in good standing and are expected to remain current on their dues throughout their term.

**Section 3: Terms:** Terms will be two-year terms. The terms for all offices shall be from the first day of December or at the end of the meeting when elections took place, whichever is the later, to the end of that election year.

**Section 4: Terms Limits:** Officers can be elected to their office for 3 consecutive terms. After that, they

must sit out for 1 term before running for the same office again.

**Section 5: Vacancies:** A vacancy in any office because of death, resignation, or otherwise is to be filled by a person suggested by the Executive Committee and voted on by the membership body at an emergency meeting or a special meeting called by the Executive Committee.

## **Articles VIII: Officers Duties**

**Section 1: President:** The President shall be the principal executive officer of the Association and shall generally supervise the business and affairs of the Association. They shall preside over all Executive Committee meetings and shall be considered a non-voting, voluntary member of all other standing and ad-hoc committees. They preside over the annual and regularly scheduled meetings of the association. The President may represent the Association at other meetings in the community as needed.

**Section 2: Vice President:** The Vice President shall assist the President, when necessary, by attending committee meetings or other community meetings on behalf of the association. The Vice President performs the duties of the President in the event the President is unable to fulfill their responsibilities. They preside over meetings if the President is unable to attend. The Vice President is responsible for always having a copy of the most up to date by-laws and any other Association policies and procedures at all meetings and to clarify questions about these documents if they arise. The Vice President may also be called upon to assist the other officers in their duties, such as assuring association records are filed and organized.

**Section 3: Secretary:** The Secretary shall keep the minutes of all regularly scheduled meetings as well as all Executive Committee meetings. The Secretary shall also be responsible for keeping accurate records of all Association business, including but not limited to, all minutes, meeting notices, correspondence, copies of financial reports, copies of the most current bylaws, articles of incorporation paperwork, copies of all newsletters, copies of all requests for funds generated by the Association and any other historical document that pertains to the ongoing business of the Association. The Secretary will pass this information on to the next Secretary at the end of their term.

**Section 4: Treasurer:** The Treasurer shall be responsible for all funds of the Association. They shall receive and issue receipts for monies due and payable to the Association from any source and deposit all monies in the name of the Association in the financial institution selected by the Executive Committee. The Treasurer will prepare accurate and timely financial reports to be presented to all members at every regularly scheduled membership meeting and Executive Committee meetings. The Treasurer is responsible for assuring all bank statements and other Association records are kept neatly filed and safe. The Treasurer is responsible for assuring all residents are aware of the amount of the annual dues. The Treasurer is accountable for all expenditures of the Association and must keep good records, including receipts, to back up every transaction. Each check of the Association shall be signed by two signatures. The Treasurer shall prepare the check for signatures, and two other officers will sign the checks. The Treasurer shall sign checks as a last resort. In the case of debit card transactions, all expenditures must be approved by at least 2 leadership team members; the Treasurer shall not be able to remit debit transactions unless absolutely necessary.

**Section 5. Historic Preservation Officer:** The Historic Preservation Officer shall serve as a link of communications between the Board of Directors of the Neighborhood Association and the committees of the Historic Preservation.

## **Article IX. Executive Committee**

**Section 1: Executive Committee Membership:** The President, Vice President, Secretary and Treasurer make up the members of the Executive Committee.

**Section 2: Executive Committee Responsibilities:** The Executive committee shall manage the day-to-day operations of the association. The Executive Committee is responsible for setting the agenda of the regularly scheduled meetings, arranging the annual meeting, establishing committees and appointing committee chairs. They also make a recommendation to the membership at the annual meeting as to the amount of yearly dues.

**Section 3: Executive Committee Meetings:** Executive Committee members may meet outside of regular association meeting times. The Executive Committee should hold regularly scheduled meetings.

**Section 4: Executive Committee Quorum:** There must be at least 3 of the 4 Executive Committee members present for the Executive Committee to conduct any business.

## **Article X Committees**

**Section 1: Committee Chairs:** Executive Committee assigns the Committee Chairs as needed.

**Section 2: Committee Members:** Committee Chairs are responsible for assigning members to their respective committees and recruiting their committee members.

**Section 3: Standing Committee and Ad Hoc (as needed) Committees:** Both Standing and Ad Hoc Committees may be utilized to address neighborhood business.

**Section 4: Audit Committee:** One of the Ad Hoc Committees will be an Audit Committee.

- a.) This committee will be made up of 3 members at large. These committee members will be selected by the Executive Committee and voted on by the members at a regularly scheduled meeting.
- b.) Audit Committee will review all the checks, bank statements, check signatures, receipts, etc. for the entire fiscal year.
- c.) Audit Committee will make a report of their findings at the Annual Meeting.
- d.) The Treasurer will still give the annual financial report at the annual meeting.

## **Article XI. Voting**

**Section 1: Majority Vote Rules:** All Association business is transacted using a voting system called Majority Vote, which means the winning candidate or resolution received at least one more vote than the next candidate or resolution on the ballot.

**Section 2: Must be Paid Member:** In order to vote on Association business, you must be a dues paying member in good standing.

**Section 3. Electronic Voting.** Electronic voting is allowed. The electronic system used may be determined by the Executive Committee.

## **Article XII: Quorum**

**Section 1: Definition of Quorum:** A quorum is the minimum number of persons required to be present before association business can be voted on.

**Section 2: Quorum at Membership Meetings.** The Association requires that at least 50% of members who are in good standing with the association be present, and or valid proxies presented at any regularly scheduled or annual meeting in order for votes to take place or business to transact.

**Section 3: Diminishing Quorum.** If quorum at a Membership meeting is not met then that meeting is adjourned with no business being transacted. A second meeting is then IMMEDIATELY called to order in the same location. At that time, the number of members in good standing will automatically constitute quorum to enact business. The Diminishing Quorum provision is only valid if this language was made public to the membership in at least 2 different publications or social media sites within 10 days of the posted meeting.

**Section 4: Quorum at Executive Committee Meetings:** The Association requires that at least 3 of the 4 Executive Committee members be present at an Executive Committee meeting in order to transact committee business. Diminishing quorum does not exist for Board Meetings.

**Section 5: Quorum for Other Committees:** There is no quorum responsibility for other Association committees.

### **Article XIII. By-Law Amendments / Alterations and Rules of Assembly**

These by-laws may be altered or amended by an affirmative vote of 75% of the membership present at any regular or special membership meeting provided that notice to amend was given at least 10 days prior to the meeting and the intent to vote on by-laws is placed on the notice. Outside of these by-laws, Roberts Rules of Order Newly Revised is the standard by which this organization transacts business.

### **Article IX. Disillusion of the Association**

If the Association votes to dissolve or lack of activity results in passive dissolution all important records can be put on file at Neighborhood Alliance for future and archival reference. If no meetings or events have been conducted in 36 months, the Association is considered abandoned and defunct. If any funds remain in the Association bank accounts the Association may vote to give the funds to a non-profit charity of their choice, or they may contact Neighborhood Alliance for other options that could leave the funds in trust for up to three years for use by future neighbors who may want to re-organize the Association.

By-laws approved: \_\_\_\_\_  
Date

\_\_\_\_\_  
Signature of President

**\*\*\*\*Caveat for Diminishing Quorum:** In order for this to work well, you must be very transparent about this bylaw. You must publish this language on all invitations, announcements and flyers regarding the upcoming meeting. You must let people fully know at every possible turn that if they come to the meeting, they will have representation and that is what is preferred. But if they chose not to come, they cannot hold the Association hostage and prevent business from taking place. And this by-law will allow the few that did come to enact business on behalf of the rest of the Association. Not the ideal situation, but sometimes you just have to get business done and this will allow you to legally hold an election, adopt a budget, pay bills, etc.