

BYWATER NEIGHBORHOOD ASSOCIATION
CONSTITUTION AND BYLAWS

ARTICLE I

Name

The name of the organization is the Bywater Neighborhood Association (known herein as BNA).

ARTICLE II

Purpose and Objectives

SECTION 1: To improve the living conditions and serve the needs of the residents.

SECTION 2: To serve as the clearinghouse of information for the neighborhood.

SECTION 3: To preserve the architectural and cultural heritage of the neighborhood.

ARTICLE III

Boundaries

The boundaries of the BNA shall be from Press Street to the Industrial Canal, the Mississippi River to both sides of St. Claude Avenue, and the blocks on the lake side of St. Claude as designated by the HDLC Bywater Historic District.

ARTICLE IV

Membership

SECTION 1: Membership in the Association is voluntary.

SECTION 2: All adult persons with an interest in are eligible for membership.

SECTION 3: No adult will be refused membership in the Association due to race, color, creed, sex, age, political affiliation, national origin, sexual orientation or disability.

SECTION 4: Membership may be terminated by:

- a) Non-payment of dues within six months of renewal date;
- b) Voluntary statement of withdrawal; or
- c) Two-thirds (2/3) majority vote of the entire Board of Directors.

SECTION 5: A member may not speak for the Association except as approved by the governing body of the Association. Copies of official correspondence will be furnished to the Board of Director for review and to the Secretary for filing at the first subsequent meeting of the Board.

SECTION 6: Membership in the Association shall consist of the following types:

- a) Active membership: Individuals, businesses or organizations who own property or a business, or reside within the boundaries and are current in their membership dues are entitled to vote. Any question of voting rights will be determined by the Board of Directors.
 - 1) Individual Membership: Entitles the individual of the rights of an active member. Individual member shall have one vote.

- 2) Household Membership: Up to two adults in household shall have one vote each.
- 3) Business/Organization Membership: Corporation, partnership, sole proprietorship, association, organization, institute, business or entity to the same rights as individual member. Business/organization shall have one vote.
- b) Associate Members: Individuals, businesses or organizations that do not own property or a business or do not reside within the boundaries. Associate members do not vote.

SECTION 7: The following governs the setting of dues.

- a) The annual membership term for dues paying memberships shall be for up to one year, starting on the date of receipt of annual dues.
- b) Dues for each type of membership shall be reviewed annually and adjusted as needed by the Board of Directors.
- c) Life membership will be available. The amount shall be established by the Board of Directors, but shall not be less than ten times the annual membership rate.
- d) Honorary life membership, which would be fully participating, but requiring no dues payment, shall be awarded on unanimous decision of the Board of Directors. The membership shall be awarded for service to the community of lasting and widespread improvement to the beauty, peace, or quality of life to the area. Nominations for the award may be made by a member of the Board of Directors. To preserve the importance of this membership award, there will be no more than one such award in any one fiscal year of the Association. An exception will be made when authorized by the Board.

ARTICLE V *Governing Body*

SECTION 1: The principal body of the Association shall be the Board of Directors. The Board will consist of the Officers of the Association and members of the Board totaling not less than seven (7) or more than fifteen (15) persons in all, the number to be determined by the current Board.

SECTION 2: The Officers of the Association shall consist of:

- a) Chair of the Board
- b) President
- c) Vice-President
- d) Secretaries -- both positions may be held by the same person.
 - 1) Recording
 - 2) Corresponding
- e) Treasurer

ARTICLE VI *Duties of the Governing Body*

SECTION 1: Board of Directors

- (a) Board members shall take an active part in establishing the policy and activities of the Association.
- (b) Board members shall participate by actively serving on the committees and assisting the Officers of the Association.
- (c) To transact official business, two-thirds of the members of the Board must be present in person or by proxy. If two-thirds results in a fraction, the number is lowered to the next whole number. Decisions of the Board shall be by majority vote unless otherwise stated in the Constitution and Bylaws.
- (d) Section 1(c) above notwithstanding, the Chair may declare an emergency situation and request a vote of the Board by telephone and/or e-mail. In the absence of the Chair, an emergency meeting may be declared by any officer. All Board members must be contacted, if available. To transact official business a quorum of the Board, as defined in Section 1(c) above must have the opportunity to vote. The individual taking the vote must record the name of the voting member, the vote cast and insert the record into the minutes of the next scheduled Board meeting.
- (e) A majority of the members of the Board may call a meeting of the Board of Directors, providing that reasonable notice of such meeting has been given to all Board members.

SECTION 2: Chair of the Board of Directors shall preside at the Board meetings; he or she shall call all such meetings as deemed necessary. The Chair is responsible for the conformance of the Association to the Constitution and Bylaws and the Charter of the Association. The Chair shall preside at general meeting of the membership only when elections to the Board, nominations to the Board or amendments to the Constitution are at issue. The Chair may appoint advisory committees. An advisory committee may not speak for nor take any action on behalf of the Association.

SECTION 3: Officers

- a) The President presides at all general meetings of the membership; he/she shall call such meetings as deemed necessary.
- b) The Vice-President shall serve in the absence of either the President or the Chair. He/she shall be responsible for the programs for general membership meetings.
- c) The Recording Secretary shall take minutes of all Board, nomination, and election meetings and shall provide for such minutes at subsequent Board meetings for approval of the Board. He/she shall safeguard all records of the Association other than financial.
- d) The Corresponding Secretary is responsible for drafting all official Board correspondence in accordance with the directives agreed to at Board meetings. Draft correspondence should be forwarded to the President for final approval, printing and mailing.
- e) The Treasurer shall collect dues and make authorized disbursements and maintain records of all transactions and make regular financial reports to the Board.

SECTION 4: The Board of Directors, for just and reasonable cause, by a two-thirds (2/3) vote of the entire Board, may request, by certified or registered mail, the resignation of

a member of the governing body. Should a resignation not be offered by the time set by the Board, the Board may vote to remove the board member by a two-thirds (2/3) majority of the entire Board.

SECTION 5: The business and affairs of the BNA shall be managed by the Board of Directors, which exercises all powers of the BNA and does all such lawful acts and things that are not covered by the articles of incorporation or the bylaws to be done by the general membership.

The Board of Directors will have the sole power to authorize all necessary expenditures. The President, Chair and the Treasurer, have the authority to reimburse or disburse funds up to \$100 without prior approval of the Board as long as two of the three afore-mentioned board officers agree. The Board must approve disbursement of any amount over \$100 in advance of the expenditure.

All such actions shall be reported in the minutes of the Board and as a summary of such actions reported to the general membership at the next regular meeting.

SECTION 6: Board members failing to attend three (3) consecutive Board meetings may be terminated by a two-thirds (2/3) majority of the entire Board.

SECTION 7: A conflict of interest is defined as a situation in which a board member has a personal or professional interest that is in competition with his/her role as a board member. Such a competing interest may make it difficult for a board member to fulfill his or her duties impartially. The board member must disclose his/her conflict of interest to the board. Failure to declare a conflict of interest may be grounds for removal from the board.

The board member disclosing the conflict of interest may opt to recuse him/herself from the discussion and voting on the issue for which they have a conflict of interest. Board members may decide by majority vote that the member with the conflict of interest should absent him/herself from discussion and voting on the issue or activities related to the issue for which they have a conflict of interest.

ARTICLE VII *Elections*

SECTION 1: Elections will be conducted at a general meeting of the membership in the month of November.

SECTION 2: The election of the President, Vice-President, Secretary and Treasurer will be by majority. Election to the Board of Directors will be by plurality. When two or more persons receive an equal number of votes for a single position, a run-off vote will be taken at that meeting, with no proxy votes allowed.

SECTION 3: The Chair of the Board shall appoint a nomination committee in September. The committee shall name the persons recommended for the various officer and Board of Director positions, except for the position of the Chair of the Board.

SECTION 4: The nominating committee shall present its recommendations in writing to the general membership prior to the October general meeting.

SECTION 5: A nominating meeting of the general membership will be held in the October. Nominations from the membership will be accepted during this meeting.

Information on the final roster of candidates will be presented to the general membership in writing prior to the November general meeting.

SECTION 6: Nomination for candidacy for a Board seat is limited to members in good standing as of 6 months prior to the nominating meeting.

SECTION 7: The newly elected Officers and Board will assume responsibility in January of the year following their election. The Board President or Chair from the previous year will provide an orientation for new members at the January meeting.

SECTION 8: In not more than thirty (30) days, the Board will elect from its membership by a majority of those present and voting, the Chair of the Board.

SECTION 9: A vacancy on the Board may be filled by appointment by the Chair providing two-thirds (2/3) of the Directors present and voting concur.

SECTION 10: A vacancy in the position of President shall be filled by the Vice-President.

SECTION 11: A vacancy in any office will be filled pursuant to Section 9 of this Article, subject to the provision of Section 10 of this Article.

ARTICLE VIII

Ratification and Amendments

SECTION 1: This Constitution and Amendments thereto shall become fully effective upon ratification by two-thirds of the votes cast by Association members present and voting.

SECTION 2: Proposed amendments to this Constitution may be submitted by:

(a) The Board of Directors, or

(b) Petition of thirty percent (30%) of the members in good standing.

SECTION 3: Upon receipt of the proposed amendment in accordance with Section 2 of this Article, the Board shall take necessary action to secure an election on the amendment within forty five (45) days.

ARTICLE IX

Procedures

SECTION 1: Robert's Rules of Order, Revised, shall be the final authority on procedures for the Association.

SECTION 2: Whenever percentages are used to determine the result of the vote and the number is a fraction, the number is lowered to the next whole is a fraction, the number is lowered to the next whole integer.