

# Leavenworth Neighborhood Association, Inc. By-laws

## **Article 1. Name**

The name of the Corporation shall be the Leavenworth Neighborhood Association, Inc.

## **Article 2. Purpose**

The purposes for which the corporation is organized are as follows: (1) to promote and preserve the Leavenworth neighborhood as defined in these by-laws; (2) to provide educational programs to citizens of not only that neighborhood, but the general public on topics of community safety and the needs of children and the elderly within that neighborhood; (3) to provide programs for the ongoing development and maintenance of public areas and parks with the Leavenworth neighborhood; (4) to provide volunteer support to aid government in developing community safety programs, as well as problems and issues facing the neighborhood; (5) to raise funding for educational and/or day care or after-school programs for area children, including the needs of bilingual children; and (6) to develop coalitions with other neighborhood associations established in designated blighted areas to ensure the active participation of residents in the preservation of the residential and community areas therein.

## **Article 3. Boundaries**

The boundaries of the Association are:

- East – Interstate 480
- North – Dodge Street
- West – 36<sup>th</sup> Street
- South – Pacific Street

Properties on both sides of the above streets are included in the Association.

## **Article 4. Voting and Membership**

1. Membership dues shall be at the level adopted by the General Membership and shall be payable annually in January. Dues are not refundable.
2. Each adult (18 years or older, 2 maximum per family or business) who has paid dues and lives, owns property, or owns/operates a business within the boundaries of the Association shall be eligible to vote on Association matters. Issues will be decided by simple majority vote at the general membership meeting.
3. Absentee ballots may be used by members who are unable to attend the general election held at the November meeting when elections are held for the Board of Directors.
  - A. Absentee ballots must be mailed to and/or received by the LNA no later than the date of the November meeting to be counted in the election.
  - B. The Nominating Committee will verify that the ballots are submitted by bona fide members of the LNA and will count the absentee ballots in conjunction with the general election ballots.
4. A list of members and their attendance at each meeting shall be kept by the Secretary and shall be available for inspection.
5. The Association may create special classes of membership for persons/organizations that cannot qualify for regular membership providing voting privileges are identified.
6. The Nominating Committee shall be responsible for obtaining nominees to be elected to the Board, preparing the Ballots and to count the votes both at the meeting and absentee. The committee should consist of at least three persons.

## **Article 5. Membership Meetings**

1. General Membership meetings shall be held on a regular basis, but not less than six times yearly, at a time and location designated by the Board of Directors. These meetings shall be open to the membership as well as the public.
2. Regular meetings will generally be held on the 3<sup>rd</sup> Thursday of each month.
3. Special meetings may be called by the Board or by written petition of no less than 25% of the general membership. These petitions shall be submitted to the Board who shall then designate the time and place of the special meeting.
4. Board meetings will be generally held the first Monday of each month, and will be open to the General Membership.

## **Article 6. Board of Directors/Officers**

1. The Board of Directors shall consist of five members. Members of the Board shall be elected to a two year term of service. The terms shall be staggered so that two positions shall be filled one year and the other three filled the next year. A Board member must live, own property, or own/operate a business within the boundaries of the Association during their whole term.

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2. The Board of Directors shall be elected by the General Membership at the general meeting in November of each year.
3. Immediately following the annual election of the Board Members, a caucus shall be held by that Board to elect the Officers: President, Vice President, Secretary, Treasurer, At Large. The term of office shall be one year. The Board may elect one person to fill the positions of Secretary and Treasurer.
4. Any member of the Board may be removed from office as a result of conduct detrimental to the best interests of the Association. Removal will be made by a 2/3 vote of the membership voting at a regular or Special General Membership meeting. Missing 3 consecutive Board Meetings may be cause for removal.
5. Vacancies of a Board member(s) shall be filled by special election at the next regular General Membership meeting.
6. The Board of Directors shall conduct, manage, and control the affairs and business of the Association between meetings of the voting membership, and shall make decisions consistent with the by-laws.
7. The Board shall be required to conduct at least one Board meeting each calendar month to review old and new Association business and to develop an agenda for the upcoming General Meeting. Attendance is required for all members of the Board.
8. The Board shall be required to schedule and conduct a meeting between the November elections and the first annual meeting in January of the following calendar year. The purpose of the meeting shall be to set goals and plan the agenda of the Association for the following calendar year. The Board shall be required to:
  - A. Publish said goals and plan in the LNA, Inc. "Exchange" prior to January's meeting of the following calendar year
  - B. Formally present their plan to the general membership for review, discussion and approval at that meeting.

## **Article 7. Officers Duties/Responsibilities**

1. The President shall be the presiding officer at all meetings of the Association and the Board of Directors; shall have such usual powers of supervision and management as may pertain to the office of President; and shall perform other duties as may be designated by the Board of Directors.
2. The Vice President shall preside in the absence of the President and shall perform other duties as may be designated by the Board of Directors.
3. The Secretary shall keep minutes of all Board and General Membership meetings, shall keep an official file of those minutes and other records, including the official membership roster, as may be deemed necessary of the Board of Directors, and shall perform other duties as may be designated by the Board of Directors.
4. The Treasurer shall be the custodian of any and all funds of the Association, shall deposit and disburse these funds as required, shall maintain accurate financial records and prepare the yearly financial statements, and shall perform other duties as may be designated by the Board of Directors.
5. The Member at Large shall perform whatever duties as may be designated by the Board of Directors.
6. Meetings of the Board shall be called by the President, and in his/her absence by the Vice President or any three members of the Board.

## **Article 8. Policy**

1. The fiscal year of the Association shall be from January 1<sup>st</sup> of the current year to December 31<sup>st</sup> of that same year. (Calendar Year) At the end of the fiscal year, the President shall appoint three persons to a committee, of which two members shall not be Board members, to audit the Treasurer's financial records.
2. It is understood that Board Members and committee members serve on a volunteer basis and are not entitled to reimbursement for any personal expenses incurred in performing their duties on behalf of the Association.
3. The Association may take positions on various issues, proposals, developments, zoning, general ballot questions, and other issues affecting the membership, neighborhood and city at large. Official positions may be taken upon approval of a majority of the Board of Directors and will approval of the Membership at a regular or special meeting. Major actions on behalf of the Association will be with the approval of the General Membership and duly recorded in the minutes.
4. The President or a majority of the Board of Directors may designate an Association member to present the Association's positions to the general public, news media, other associations, and various branches and levels of government.
5. The Association is prohibited from officially endorsing any candidate for public office, both partisan and non-partisan.
6. The Association encourages its members to be involved in public affairs and identify their membership in the Association. However, no member shall make claim to officially represent the Association's positions without approval as detailed in Section 4.

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7. All special projects for grants must be submitted and approved by the Board of Directors prior to a vote of the General Membership and must be approved by the General Membership before application is made. All requests must be submitted with a plan and proposed budget for approval.
8. All expenditures over \$50 must be pre-approved by the Board of Directors. No reimbursement will be permitted without prior receipts.
9. All checks will require the signatures of two Board members.
  - A. Checks to a Board Member as a business reimbursement will be signed by two other Board Members.

## **Article 9. Committees**

1. The Board of Directors will establish various committees as deemed necessary to conduct the business of the Association. Committee Chairs shall be solicited from the General Membership.
2. A Membership Committee shall be a standing committee. The committee shall solicit members, record the proper membership data, and provide to the Secretary the membership roster.
  1. The Newsletter Committee shall be a standing committee. The committee will be responsible for publishing the LNA "Exchange" newsletter and maintaining an appropriate mailing list.
  2. To ensure the fulfillment of the Association's purpose as outlined in Article 4, the Board of Directors may present Established committees with various requirements relating to the committee's goals, functions and operation.
  3. The Chair of each established committee shall present to the Association membership a detailed report of any related function not more than thirty days after the completion of said function. Such a report shall include itemized income, expenses, operating procedure, contacts and recommendations.

## **Article 10. Dissolution**

Upon dissolution of the corporation, the Board of Directors, after payment or provision for all debts and liabilities of the corporation, will dispose of any remaining assets of the corporation of a charitable organization(s) exempt under the provisions of Section 501(c)3 of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. An attorney shall be hired to assist as necessary. No part of net assets of the corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

## **Article 11. Amendment of by-laws**

These by-laws may be altered, amended or repealed and new by-laws adopted by a majority vote of the membership at a regular or special meeting, providing that notice of the proposed changes is given prior to the meeting. These by-laws shall be governed by Robert's Rules of Order.

By-law changes approved by vote of the membership on February 21, 1991. (Replaces by-laws dated November 27, 1984 and subsequent amendments dated December 10, 1985 and February 16, 1989.)

By-law changes approved by vote of the membership on March 21, 1996. (Replaces by-laws dated February 21, 1991.)

Item 5, Article 8, approved by vote of the membership on November 20, 1997. (Replaces by-laws dated March 21, 1996.)

Item 2a, Article 6, approved by vote of the membership on October 21, 1999. (Replaces by-laws dated November 20, 1997.)

Complete revision, approved by vote of the membership on May 18, 2000. (Replaces by-laws dated October 21, 1997.)

Item 3, Article 6, approved by vote of the membership on November 15, 2001. (Replaces by-laws dated May 18, 2000.)

By-law changes regarding the name and purpose (Articles 1 and 2) approved by vote of the membership on March 18, 2004. (Replaces by-laws dated November 15, 2001)

Addition of Article 10, Dissolution, approved by vote of the membership on April 15, 2004. (Replaces by-laws dated March 18, 2004)

