

# East Allis Neighborhood Association

## By Laws

### Article I. NAME AND BOUNDARIES

Section 1.01: NAME. The name of this organization shall be the East Allis Neighborhood Association (EANA), hereafter referred to as The Association.

Section 1.02: BOUNDARIES. The Association is bound to the east on 52<sup>nd</sup> Street/approximately the city line, and to the west on 68<sup>th</sup> Street, to the south by on Aurthur Street/approximately the city line, and to the north I94/approximately the city line, hereafter referred to as The Neighborhood. The Neighborhood will include Lincoln Heights Terrace, Six Points, Meadowmere, McGeoch Meadows and Juneau Highlands.

### Article II. PURPOSE

Section 2.01: PURPOSE OF BYLAWS. The purpose of the Bylaws shall be to govern The Association.

Section 2.02: PURPOSE OF THE ASSOCIATION. The purpose of The Association is:

- To enhance life, develop a strong community spirit, and improve safety through networking, creativity and neighborhood activities.
- To provide an open process by which all persons of The Neighborhood may involve themselves in the affairs of The Neighborhood.
- To perform all of the activities related to said purposes.
- To be organized exclusively for educational, social, and charitable purposes; and,
- Nothing in these bylaws shall preclude The Association from forming as a non-profit organization.

### Article III. BASIC POLICIES

Section 3.01: NON-DISCRIMINATION. The Association shall afford equal opportunities for participation to all persons who meet the membership eligibility requirements regardless of race, color, religion, sex, age, handicap, familial status, or national origin.

Section 3.02: COMMERCIAL AND PARTISAN INTEREST. The name of The Association or the names of any members in their official capacities shall not be used in connection with any partisan interest not appropriately related to the Purpose of The Association.

Section 3.03 NON-PROFIT. The Association has not been formed for the making of any profit, or personal financial gain. The assets and income of The Association shall not be distributable to, or benefit the Officers, the Directors or other individuals. The assets and income shall only be used to promote the Purpose of The Association. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of The Association.

#### **Article IV. MEMBERSHIP**

Section 4.01: MEMBERSHIP ELIGIBILITY REQUIREMENTS. Any person who maintains legal residence or any person who owns and/or is the chief operator of a legal business or institution, within The Neighborhood is eligible for membership in The Association. In no event shall any person be eligible for more than one membership. Membership may be terminated by resignation and shall terminate at once for anyone who ceases to legally reside, or own and/or operate a place of business or institution, within The Neighborhood.

Section 4.02: MEMBER OF RECORD A Member of Record is any person eligible for membership who has signed-in and provided contact information at any meeting within the previous two years. Members of Record are entitled to information, such as a newsletter, participation in events, participation in Committees, and Notice of Meetings.

Section 4.03: HOUSEHOLD MEMBERSHIP. Any individual, family, or household maintaining legal residence within The Neighborhood is eligible, upon payment of Membership Dues, for a Household Membership. Household Members with Voting Rights shall be eligible to serve as an Officer, to serve on the Board of Directors, and to chair Committees. Household Members are also Members of Record.

Section 4.04: MEMBERSHIP ENROLLMENT. The Board of Directors shall conduct an annual membership enrollment to all eligible persons within The Neighborhood. Eligible persons within The Neighborhood shall be admitted to membership at any time.

Section 4.05: MEMBERSHIP DUES. The Board of Directors shall establish and collect annual Membership Dues. Household Membership Dues and Business Membership Dues may differ.

Section 4.06: VOTING RIGHTS. Household Members and Business Members of voting age (18 years or older) shall be entitled to one (1) vote per address on general matters and are hereafter referred to as Voting Members. There shall be no voting by proxy.

Section 4.07: AUTHORITY TO REPRESENT ASSOCIATION. No member, including any Board Member whether acting individually or for the Board of Directors, may represent to any public agency, the media, or other person or entity whatsoever that they represent the desires of The Association or the majority of the members, unless such representation, and the essential content of the representations made by such member, has specifically been authorized by a vote of the Board of Directors.

It is the intent of this section that The Association shall represent the consensus of the members, giving general guidance and direction to the Board of Directors on specific issues, and the Board of Directors shall then give specific direction to the Officers for the implementation of the members directions and public representations of The Association.

Section 4.08: CENSURE, SUSPENSION, OR TERMINATION.

For conduct detrimental to the interests of The Association, the Board of Directors may censure a member or suspend or terminate member privileges by affirmative vote of two-thirds of the Board of Directors. Any such member will be notified at least fourteen (14) days in advance of the meeting at which the Board of Directors will consider censure, suspension, or termination of that member's privileges. Membership Dues already paid shall not be refunded upon censure, suspension, or termination.

## **Article V. MEETINGS OF MEMBERS**

Section 5.01: PLACE OF MEETINGS. All meetings, whether regular, annual or special, shall be held at a suitable location within The Neighborhood, or as close thereto as is reasonably practicable, considering the distance, suitability of facilities, and cost, if any. The use of public facilities is preferred, but not required.

Section 5.02: REGULAR MEETINGS. There shall be at least two general membership meetings yearly. The meetings shall be convened at a time and place designated by the Board of Directors.

Section 5.03: ANNUAL MEETING. An annual meeting of members shall be held in the month of January of each year, if possible. At such meeting, member shall receive reports of the affairs of The Association. Voting Members shall elect the Board of Directors and Officers of The Association, and transact any other business which is within their power. If any annual meeting has not been called and held within six months after the time designated for it, any Voting Member may call the annual meeting.

Section 5.04: SOECIAL MEETINGS. Special Meetings of the Board of Directors or members may be called by the President, by a majority of the Board of Directors, or by twenty five percent (25%) or more of the Voting Members.

Section 5.05: PROPER ANNOUNCEMENT OF MEETINGS. A written, electronic or printed 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 by the Board of Directors to call the meeting in a manner deemed reasonably by The Association, to Members of Record. This notice shall be given at least seven (7) days before the date named for the meeting.

Section 5.06: QUORUM. Five (5) Voting Members present at any properly-announced meeting shall constitute a quorum at such meeting.

Section 5.07: VOTING. All issues shall be decided by a majority vote of Voting Members present at any properly-announced meetings unless otherwise specified herein.

Section 5.08: PROCEDURES. The Association shall follow Robert's Rules of Order (Revised) in all areas not covered by the Bylaws.

## **Article VI. BOARD OF DIRECTORS AND OFFICERS**

Section 6.01: BOARD OF DIRECTORS. The Board of Directors shall consist of eight (8) individuals of voting age (18 years or older), inclusive of elected Officers, each of whom at all times shall have a Household membership or Business Membership.

The affairs of The Association shall be managed by a Board of Directors between regular, annual, and special meetings. The Board of Directors shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions in a public meeting format before adopting any recommendation on behalf of The Association; and shall strictly comply with these Bylaws.

Section 6.02: OFFICERS. Officers are Board Members. The Association shall have the following officers:

- President
- Vice-President;
- Treasurer; and,
- Secretary

Section 6.03: ELECTION OF OFFICERS AND BOARD MEMBERS. The Officers and Board Members shall be nominated and elected by majority vote of Voting Members present at the annual meeting first starting January of 2017 with the exception of the first Officers and Board of Directors who shall be nominated and elected by majority vote of Voting members present at the formation meeting of The Association held. Secret written ballots may be used for voting for Officers and Board Members.

Section 6.04: TERMS. The Officers and Board of Directors shall serve a one-year term, with no limitations on future terms. Regular terms begin and end at the properly-announced annual meeting.

Section 6.05: DUTIES. The duties of the Officers are as follows:

- The **PRESIDENT** shall be principal executive officer of The Association and shall preside over all meetings, maintain tie-breaking votes, 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.
- 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.
- The **TREASURER** shall collect, safeguard, disburse and make periodic reports of all funds collected in the name of The Association. Annual Financial Reports shall be prepared by the Treasurer and presented to the Members at the Annual Meeting.
- The **SECRETARY** shall keep attendance records and record the proceedings of all meetings, maintain adequate records of The Association activities, and conduct such official correspondence as shall be required.
- The duties of the Officers shall not be limited, as enumerated above.
- Unless so authorized, no Officer or Board Member shall have any power or authority to bind The Association by any conduct or engagement, to pledge its credit, or to render if liable peculiarly for any purpose or in any amount.

Section 6.06: CONFLICTS OF INTEREST. A conflict of interest exists for an Officer or other Board Member when they hold a personal financial interest, which will be impacted by the action or inaction by The Association on a proposal before the membership or Board of Directors. A personal financial interest shall include a financial interest held by the Officer or Board Member and/or their immediate family. A personal financial interest includes an ownership interest

above 5% of a business, which will be impacted by the decision of The Association. Examples of personal financial interest would include but not be limited to:

- Ownership of property the use or control of which is being considered by The Association; or
- Plans to purchase property the use or control of which is under discussion by The Association.

Section 6.07: DECLARING A CONFLICT OF INTEREST. Whenever an Officer or Board Member determines that they have a conflict of interest relating to an item under discussion, they must inform the body hearing the proposal that the conflict of interest exists.

Section 6.08: ABSTENTION FROM VOTING. Officers or Board Members shall not vote on matters in which they have a conflict of interest.

Section 6.09: VACANCIES AND REMOVAL. Any Officer or Board Member may be removed by a two-thirds majority vote of Voting members (excluding the person to be removed) present at any properly-announced meeting. Upon the death, removal, resignation, or incapacity of an Officer or Board Member of The Association, a majority of the Board of Directors shall elect a successor to complete the term.

Section 6.10: MANAGEMENT. The Association shall be managed by the Board of Directors so elected, with powers consistent with these Bylaws.

Section 6.11: EMERGENCY POWERS. In such cases where the Board of Directors is required to provide neighborhood response before a question can be presented to the membership, the Board of Directors must indicate to the questioner that this is the case.

## **Article VII. COMMITTEES.**

Section 7.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish Committees as deemed necessary to pursue its stated objectives. Committee chairs shall be appointed with term specifications by the President, with confirmation by the Board of Directors. Committees shall make recommendations to the Board of Directors for action.

## **Article VIII. FINANCES.**

Section 8.01: EXPENDITURES. Expenditures of funds amounting to over One Hundred (\$100) in any month must be approved by majority vote of the Board of Directors.

## **Article IX. NON-COMPLIANCE WITH BYLAWS.**

Section 9.01: NON-COMPLIANCE PENALTIES. Noncompliance with these Bylaws may result in termination of membership for the offender, upon a two-thirds majority vote of Voting Members (excluding the person to be removed) present at any properly-announced meeting. 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.

## **Article X. DISSOLUTION.**

Section 10.01: DISSOLUTION OF THE ASSOCIATION. Dissolution of The Association shall be by a two-thirds majority vote of Voting Members present at any properly-announced meeting, provided written notice of the intent for dissolution accompanies a notice of the meeting at least fourteen (14) days prior to the meeting.

Section 10.02: DISSOLUTION OF ASSETS. In the event of the dissolution of The Association, all assets shall be distributed by vote of Voting Members present at any properly-announced meeting to one or more exempt purpose and as specified in Section 501(3)© of the Internal Revenue Code.

## **Article XI. ACCEPTANCE OF BYLAWS AND AMENDMENTS.**

Section 11.01: ADOPTION OF BYLAWS. Adoption of these Bylaws shall be by two-thirds majority vote of Voting Members present at the formation meeting of The Association.

Section 11.02: ADOPTION OF AMENDMENTS. Adoption of any proposed Amendments shall be by a two-thirds majority vote of Voting Members present at any properly-announced meeting, provided written copies the proposed Amendments accompany the notice of the meeting at least seven (7) days prior to the meeting.

Section 11.03: ACCEPTANCE. The undersigned, being a two-thirds majority of the Voting Members present at the formation meeting of The Association, do hereby certify that the within and foregoing Bylaws constitute the Bylaws of The Association.

9/14/15

# SIGN IN SHEET

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