

**Bylaws of the
Orchard Hills Neighborhood Association**

Article I. NAME, BOUNDARIES AND PURPOSE.

Section 1.01: NAME. The NAME of this organization shall be the (Neighborhood Association), hereafter referred to as THE ASSOCIATION.

Section 1.02: BOUNDARIES. The boundary is as so depicted on the attached map, Attachment A. The Association is bound on the north by Oaklahoma Ave, East by the Root River Parkway, South by Morgan Ave, and West by 124th st.

Section 1.03: PURPOSE. The Bylaws shall govern the Association and its members.

The purpose of this organization is:

- a. To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood, the City of West Allis, Wis., other participating agencies, and other neighborhoods;
- b. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood;
- c. To perform all of the activities related to said purposes;
- d. To be organized exclusively for educational, social and charitable purposes; and,
- e. Nothing in these bylaws shall preclude an association from forming as a non-profit organization.

Article II. MEMBERSHIP.

Section 2.01: ELIGIBILITY FOR MEMBERSHIP. Any person who lives on or owns any real property, or any legal entity who operates a place of business or institution, within the recognized boundaries of the Association 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 reside, own property or operate a place of business or institution within the boundaries of the Association.

Section 2.02: NON-DISCRIMINATION. The Association shall afford equal opportunities for participation in the Neighborhood Association to all persons who meet the membership qualifications regardless of race, color, religion, sex, age, handicap, familial status, or national origin.

Section 2.03 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 Notice of Meetings.

Section 2.04: HONORARY MEMBERSHIP. Any person may acquire Honorary Membership in the Association, by a majority vote of the Membership at a regularly scheduled meeting. Honorary Membership entitles the person to information regarding the Association, such as a newsletter, and free participation in neighborhood events. Honorary Membership does not, however, include voting rights.

Section 2.05: MEMBERSHIP DUES. Dues are not required for membership or voting in the Association. Voluntary contributions, or other sources as authorized by the Board of Directors, may be used as an income source for the Association. Any income realized by the association will be used to pursue the purposes of the Association. No board member will receive an income. A recommended donation of \$10 dollars is strongly encouraged.

Section 2.06: VOTING RIGHTS. For purposes of voting, signing name and address on the "Meeting Sign-In Sheet" shall evidence membership. Each member, except Honorary Members, shall be entitled to one vote. There shall be no voting by proxy.

Section 2.07: AUTHORITY TO REPRESENT ASSOCIATION. No member, including any member of the Board of Directors whether acting individually or for the Board, may represent to any public agency, the media, or other person or entity whatsoever that they represent the Association or the views or 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 vote of the members and be so documented.

It is the intent of this section that the Association shall represent the consensus of the members, and if consensus cannot be reached, then no representation shall be made in the name of the Association on behalf of its members. It is anticipated that this section shall be implemented by the members, by majority vote, giving general guidance and direction to the Board on specific issues, and the Board shall then give specific direction to the elected officers for the implementation of the members directions and public representations of the Association. A summary of dissenting views shall be transmitted along with any recommendation made by the Association to the City.

ARTICLE III. MEETINGS OF MEMBERS.

Section 3.01: PLACE OF MEETINGS. All meetings, whether regular, annual or special shall be held at a suitable location within the Association, or as close thereto as is reasonably practicable, considering the distance, suitability of facilities, and cost, if any. When practical, public meeting places such as libraries and schools are preferred.

Section 3.02: ANNUAL MEETING. An annual meeting of the Members shall be held on the last Saturday of January and September of each year, if possible. At the September meeting, the Members shall elect the Officers of the Association, receive reports on the affairs of the Association, and transact any other business which is within the power of the Members. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting.

(Decide what month (or season of the year) would be best for your major annual meeting.)

Section 3.03: SPECIAL MEETINGS. Special meetings of the Board of Directors or Members may be called by the President, by a majority of the Board of Directors of the Association, or by twenty-five percent (25%) or more of the current Members of Record.

Section 3.04: NOTICE 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 to call the meeting, to each active Member of Record of the Association. Public notice, in a manner deemed reasonable by the Association, shall also be provided. This notice shall be given at least seven (7) days before the date named for the meeting.

Section 3.05: QUORUM. Twenty-five percent the Members present at any properly announced meeting shall constitute a quorum at such meeting.

Section 3.06: VOTING. All issues shall be decided by a majority vote of members present at the meetings.

Section 3.07: PROCEDURES. The Association shall follow Robert's Rules of Order (Revised) in all areas not covered by the bylaws.

ARTICLE IV. BOARD OF DIRECTORS.

Section 4.01: BOARD OF DIRECTORS. The Board of Directors shall consist of not less than three (3) individuals and not more than five (5) individuals, inclusive of elected Officers, each of whom at all times shall be a Member of Record of the Association.

The affairs of the Association shall be managed by a Board of Directors in the interim between general meetings of members. The board 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 4.02: OFFICERS. The Association shall have the following officers:

- 1) President;
- 2) Vice-President;
- 3) Treasurer; and,
- 4) Secretary,
- 5) Member at large.

Section 4.03: ELECTION OF OFFICERS AND BOARD MEMBERS. The Officers and Board Members shall be nominated and elected by majority vote at the annual meeting of the full membership. Secret written ballots may be used for voting for Officers and Board Members.

Section 4.04: TERMS. The Officers and Board Members shall serve a one-year term, with no limitations on future terms.

Section 4.05: DUTIES. The duties of the Officers are as follows:

- 1) The **PRESIDENT** shall be the 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.

- 2) 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.
- 3) 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.
- 4) 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.
- 5) The **MEMBER AT LARGE** shall help break voting tie among the board.
- 6) All members of the board shall be a zone captain of each of the 5 zones. Zone captains will be responsible for distributing any hard copy filers to everyone in their zone. They will also be responsible for providing communication to those who do not have access to electronic communications..
- 7) The duties of the Officers shall not be limited, as enumerated above.
- 8) Unless so authorized, no Officer or Board Member shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render if liable pecuniarily for any purpose or in any amount.

Section 4.06. CONFLICTS OF INTEREST. A conflict of interest exists for an member of the Board of Directors when they hold a personal financial interest, which will be impacted by the action or inaction by Association on a proposal before the Membership or Board. A personal financial interest shall include a financial interest held by the 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 Association. Examples of personal financial interest would include but not be limited to:

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

Section 4.07: 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 4.08: ABSTENTION FROM VOTING. Officers or Board Members shall not vote on matters in which they have a conflict of interest.

Section 4.09: VACANCIES AND REMOVAL. Any Officer or Board Member may be removed by a two-thirds majority vote of the members of the Association (excluding the person to be removed). Upon the death, removal, resignation, or incapacity of an Officer of Board Member of the Association, a majority of the Association shall elect a successor.

Section 4.10: MANAGEMENT. The Association shall be managed by the Board of Directors so elected, with powers consistent these Bylaws of the Association.

Section 4.11: 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. They shall then present the action taken at a special or general meeting within fourteen (14) days or a lesser time for ratification by the membership, where circumstances dictate.

ARTICLE V. COMMITTEES.

Section 5.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. Members of Committees shall be appointed with term specifications by the President. Committees shall make recommendations to the Board of Directors for actions.

Section 5.02: GRIEVANCE COMMITTEE. The Grievance Committee, whose purpose is to receive complaints and promptly recommend specific actions to the Board of Directors, shall consist of at least three (3) members, who are not members of the Board of Directors, appointed by the President.

ARTICLE VI. FINANCES.

Section 6.01: EXPENDITURES. Expenditures of funds amounting to over One Hundred Dollars (\$100) in any month must be approved by majority vote of the Membership present at any properly-announced meeting of the Membership.

ARTICLE VII. GRIEVANCES.

Section 7.01: COMPLAINT OF GRIEVANCE. A member of the Association adversely affected by an action of the Board of Directors may submit in writing a complaint to any member of the Grievance Committee. Such complaint shall be provided in writing within ten (10) calendar days of the meeting where such action took place.

Section 7.02: RESOLUTION. Within ten (10) calendar days of receipt of the complaint, the committee shall arrange with the complainant a mutually acceptable place, day and hour for a review of the complaint, and will in writing, within ten (10) calendar days of such meeting, mail a recommended resolution, and/or action, of the grievance to the complainant and each member of the Board of Directors. The Board of Directors shall hold a Special Meeting of the Board of Directors within ten (10) calendar days of the postmarked letter from the Grievance Committee to determine whether or not the committee's recommendation is acceptable to the Board of Directors or complainant.

Section 7.03: FINAL. If the Board is unable to resolve the grievance, then final resolution of the complaint shall be by vote of the membership at a Special Meeting of the membership. The Board shall be obliged to call this meeting.

ARTICLE XIII. NON-COMPLIANCE WITH BYLAWS.

Section 8.01: NON-COMPLIANCE PENALTIES. Noncompliance with the Bylaws of the Association may result in termination of membership for the offender, upon a two-thirds majority vote by the membership of the Association. 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 IX. ACCEPTANCE OF BYLAWS AND AMENDMENTS

Section 9.01: ADOPTION. Adoption of these Bylaws and any Amendments shall be by a two-thirds majority vote of those present at any meeting of the Members of the Association, provided written copies of the Bylaws and proposed Amendments, and notice of the meeting is given at least seven (7) days prior to the meeting.

Section 9.02: ACCEPTANCE. The undersigned, being a majority of the persons eligible for membership present at the formation meeting of the Association held (date) _____, do hereby certify that the within and foregoing Bylaws constitute the Bylaws of such Association:

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etc. ...

ATTACHMENT A. DEPICTION OF BOUNDARY

