

Eastside Hill Neighborhood Association (EHNA) By-laws
Proposed Version for April 21, 2016 Spring Meeting

Article I

Statement of Purpose and Principles

The purpose of the organization is to preserve and enhance the quality of life in the area by responding to issues, concerns and opportunities that affect the area included in the Eastside Hill Neighborhood.

In its activities, the Association will maintain a careful respect for the rights and prerogatives of the Eastside Hill residents, and an appreciation for individual differences.

Article II

Boundaries

The boundaries of the Eastside Hill Neighborhood are the following : to the north, the Eau Claire River; to the east, Hastings Way; to the south, Brackett and Harding Avenues; to the west, up to but not including Dewey Street.

Article III

Members

All resident property owners, resident renters, and absentee residential property owners of the Eastside Hill Neighborhood qualify as voting members of the Association. All businesses, schools, and churches in the neighborhood qualify as nonvoting associate members of the Association.

Article IV

Steering Committee

Section 1: General Powers-- The daily affairs of the Association shall be managed and voted on by an elected Steering Committee which shall have authority concerning the activities of the Association. This Committee will carefully listen to its Neighbors, weigh their input, and do their best to make decisions that align with the majority of its constituents.

Section 2: Number, Tenure, and Qualifications

- a. The Steering Committee shall consist of twelve (12) voting members of the Association. Four of these committee members will be the Association's officers: President, Vice President, Secretary, and Treasurer. Steering Committee members will be elected by the Association's members at its annual meeting.
- b. At each annual meeting, six members of the committee will be elected / reelected to two-year terms.

- c. Following the election of Steering Committee members at the annual meeting, the Steering Committee will elect four (4) of its members to be the Association's officers. The officers will serve one-year terms.
- d. Any member of the Steering Committee may resign at any time by giving written notice to the Steering Committee.
- e. There are no term limits for the Steering Committee.
- f. Only voting members of the Eastside Hill Association may be elected to the Steering Committee.

Section 3: Vacancies. Any vacancy in the Steering Committee occurring during the year may be filled until the next annual meeting by a simple majority vote of the remaining Steering Committee members. At the next annual meeting, the Association members shall elect someone to finish the original term.

Section 4: Meetings of the Steering Committee and the Association

- a. The annual meeting of the Eastside Hill Neighborhood Association (EHNA) shall be held for the purpose of electing members of the Steering Committee, receiving committee reports, reporting Steering Committee business to the general membership, and for such other business as shall come before the meeting. The annual meeting shall be held in the fall of the year. The exact date and time will be set by the Steering Committee. The Steering Committee should choose a date and a time that are convenient to the Association members. In addition to the annual meeting an additional meeting for the members shall be scheduled in the spring of the year at a date and time to be determined by the Steering Committee.
- b. Special meetings of the Association may be called from time to time by the President or upon the written request of a majority of the Steering Committee upon seven (7) days notice to the membership. Special meetings may also be called upon submission to the President of the written request of ten(10) members of the Association.
- c. Meetings by the Steering Committee may be called by the President or upon a written request of four (4) members of the Committee.
- d. All Steering Committee meetings will be open to all members of the Association. It will be the responsibility of the Steering Committee to inform the Association's members as to the time and place of its meetings if it is reasonable to do so.

Section 5: Quorum

- a. Association Meetings. Twenty-five (25) voting members of the Association shall constitute quorum for the transaction of business at any general meeting of the Association.
- b. Steering Committee Meetings. When the Steering Committee has all twelve (12) positions filled, seven (7) must be present for the transaction of business. If there are one (1) or (2) empty positions on the Committee, the needed quorum is reduced to six (6). However, a majority of the Committee present (if less than a quorum) may adjourn the meeting without further notice.

Section 6: Voting

- a. Nominating Committee. At least twenty-five (25) days prior to the Annual Meeting the Steering Committee shall choose up to three (3) voting Association members to serve on a nominating committee to gather names for the Steering Committee election. Any member of the Association may nominate someone to serve on the Steering Committee. Any member of the Nominating Committee may receive nominations. Nominations may also be taken from the floor at the Annual Meeting.

- b. Steering Committee Election. Members may be elected to the Steering Committee by ballot or by a voice vote. If there are more members running for Steering Committee than there are open seats then the election will be decided by ballot. Each voter will be able to choose six (6) names on the ballot for open two (2) year terms. The six (6) people who receive the most votes will win those seats on the Steering Committee. If there are no contested seats then those seats may be decided by a voice vote from the members. If there are vacancies on the Steering Committee due to resignations then those seats will be decided in the same manner as above.
- c. All other association matters shall be decided by a simple majority of its members. This may be done by ballot, a show of hands, or a voice vote.
- d. The Steering Committee may convene meetings and vote via e-mail provided all Steering Committee members agree upon a predetermined procedure.

- 2 -

Section 7: Removal

- a. A Steering Committee member may be removed from the Steering Committee by a vote of seven (7) or more members of the Steering Committee if that member has missed three (3) Steering Committee meetings in a six (6) month period.
- b. A Steering Committee member may be removed from the Steering Committee by a vote of seven (7) or more members of the Steering Committee if the member has publicly declared himself/herself as an official representative of the Association without being first approved by the President or a majority of the Steering Committee.

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Article V

Officers

Section 1: Number Principal officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer, and other such officers or assistant officers as may be deemed necessary by the Steering Committee.

Section 2: Election and Term of Office. After the election of new Steering Committee members, the officers shall be nominated and elected by the Steering Committee and each officer shall hold office for a term of one (1) year, or until a successor shall be duly elected by the Steering Committee. Any Steering Committee member is eligible for election to office.

Section 3: Duties of the President. The President, or an appointee or designate of the President, shall act as official spokesperson for the Association. Unless otherwise provided for in these by-laws, the President shall have the responsibility to call meetings, preside over general meetings of the Association and the meetings of the Steering Committee. The President does not vote at meetings of the Steering Committee unless his/her vote is needed to break a tie vote. However, the President does vote in an action to remove or replace a Steering Committee officer.

Section 4: Vice President. The Vice President shall act as the as temporary chairman in the absence of the President at meetings of the Steering Committee or the Association. The Vice President can also act as the official representative of the Association if so appointed by the President or by the Steering Committee if the President is not able to do so.

Section 5: Secretary. The Secretary shall take the minutes of the meetings of the Association and the Steering Committee, shall keep the general records of the Association, and shall assist in publishing or transmitting the notices and communications of the Association and the Steering Committee.

Section 6: Treasurer. The Treasurer shall be responsible for the deposit and safekeeping of any funds received by the Association or its committees, shall be responsible for the payment of bills or other obligations of the Association, shall furnish assistance to any fund-raising committees, and shall be responsible for the preparation and filing of any returns or reports to regulatory agencies, and shall maintain up-to-date financial records.

Section 7: Removal and Replacement. The Steering Committee may remove any officer upon the vote of seven (7) or more members of the Steering Committee. The Steering Committee will then elect another of its members to finish the term of that office.

- 3 -

Article VI

Committees and Appointees

The Steering Committee may create such committees or task forces or appoint members to represent the Association as may from time-to-time be deemed necessary. Each task force, committee, or appointee shall report to and be responsible to the Steering Committee. The Steering Committee shall determine when reports are to be submitted and whether these reports are to be delivered in person at Steering Committee meetings or in writing. Reports may be submitted via e-mail if approved ahead of time by the Steering Committee. Committees, task forces, their members or appointees may be dismissed or replaced at any time by a simple majority vote of the Steering Committee.

Article VII

Amendments to the By-Laws

These by-laws may be altered, amended, or repealed, and new by-laws adopted by an affirmative vote of the majority of those voting at any meeting of the Association provided a quorum is present and further provided a written notice on the Association's website be published at least thirty (30) days prior to the meeting.

