

VINEGAR HILL NEIGHBORHOOD ASSOCIATION

**BY-LAWS**

**Article I**

**Name**

- 1.1 The name of the organization shall be "Vinegar Hill Neighborhood Association", hereinafter referred to as "Association".

**Article II**

**Purpose**

- 2.1 The purpose of the Association is to improve the quality of life of residents and preserve property value.
- 2.2 Our goals are to improve the economic integrity of our neighborhoods by encouraging and facilitating improvement of properties; to protect the health and welfare of residents; to promote social interaction among neighbors; to encourage and facilitate participation in local government and to foster pride in our homes and neighborhoods.

**Article III**

**Membership**

- 3.1 Membership is open to any person who understands and supports the purpose of the Association.
- 3.2 A member may be an individual or a family; however, all individuals representing a family shall collectively be entitled to only one vote.
- 3.3 Prospective members shall apply for membership either in person at a regular meeting of the Association, or by completion of a form for such purpose, which has been approved by the Board of Directors.
- 3.4 Members must be in good standing for the current calendar year to be entitled to vote.
- 3.5 Each member must provide and keep current, at a minimum, the following personal contact information with the association in order to remain a member in good standing. Name, home address, home telephone number, email address (if applicable). A form shall be provided to each member for obtaining this information (and other optional information). Such information shall be maintained on file for official Association business only. Such information shall not be compiled into a directory without the consent of the member.

- 3.6 Any member may be removed from membership if, after discussion of the reason for such proposed removal, at least two-thirds of the members present at a membership meeting and voting on the issue approve such removal.
- 3.7 Annual dues shall be assessed on each member, or member family, in an amount to be set by the Board of Directors and approved by a simple majority of members voting on the issue at a regular meeting of the membership.
- 3.8 Dues are assessed January 1<sup>st</sup> of each year and are delinquent after the first scheduled membership meeting of the year.
- 3.9 Members shall pay dues for the year prior to being considered members in good standing. No prorating of dues is permitted.

## **Article IV**

### **Meetings**

- 4.1 Membership meetings shall be held monthly, on a regularly scheduled basis.
- 4.2 Notice of each membership meeting shall also be given to all members of the Association in a newsletter or other written notice to be distributed prior to such meeting.
- 4.3 All members in good standing shall have the right to participate in discussion of, and vote on all matters coming before the membership for approval, except that each family may cast only one vote on each matter coming before the membership. Vote by proxy is prohibited.
- 4.4 Meetings will be conducted with the appropriate application of Robert's Rules of Order, except when such rules conflict with those otherwise provided for in these by-laws.
- 4.5 A quorum for the transaction of business in membership meetings shall consist of no less than ten members. The act of the majority of members present and constituting a quorum shall be an act of the Association.

## **Article V**

### **Board of Directors**

- 5.1 The corporate powers, property, and governance of the affairs of the "Association" shall be vested in, exercised, conducted, and controlled by the Board of Directors, except as otherwise provided by law or this document.
- 5.2 The Board shall consist of an odd number of 11 (eleven) or fewer members, including 4 (four) officers, elected annually at an Association meeting.

- 5.3 Nominations for Directors and Officers for the upcoming year shall be made at the November membership meeting. Nominations shall be held open until the December meeting, immediately prior to calling the question to vote. Officers and directors shall be elected by a simple majority vote of members in good standing present and voting at the December membership meeting.
- 5.4 The Board of Directors shall meet no less frequently than once per calendar quarter pursuant to a schedule set by the Board following its election.
- 5.5 A special meeting of the Board of Directors may be convened by the President, and shall be convened by the President upon receipt of a petition signed by a majority of the Board of Directors. Each Officer and Director shall be notified at least five (5) days in advance of any such special meeting. The five-day notice requirement may be waived, in emergencies with the consent of 2/3 of the Board.
- 5.6 All Board members shall have the right to vote and to participate in discussion of all matters which come before the Board except in matters where there is a proven conflict of interest, or proven possible conflict of interest. A “conflict of interest” shall be defined as a circumstance in which the Board member’s personal welfare or that of his or her business or place-of-employment may be significantly enhanced or degraded by a vote of the Board. The majority of Board members present who are not involved in the alleged conflict shall make the determination of whether there exists such a conflict or possible conflict of interest. Vote by proxy is prohibited.
- 5.7 A quorum for the transaction of business by the Board of Directors shall consist of no less than fifty (50) percent of the current membership of the Board. The act of the majority of the members present and constituting a quorum shall be an act of the Board.
- 5.8 The term of office for members of the Board of Directors shall be three years. If re-elected, however, a member may serve consecutive terms without limit.
- 5.9 Members of the Board of Directors and Officers of the Association are hereby indemnified for acts performed on behalf of the Association in good faith.
- 5.10 Special meetings of the Board, or the membership shall be convened by the President upon receipt of a petition requesting such meeting signed by 20 percent of the Association members in good standing.

## **Article VI**

### **Officers**

- 6.1 The officers of the Board of Directors shall consist of President, Vice-president, Secretary, and Treasurer.
- 6.2 The President shall be the Chief Executive Officer of the Association. It shall be the duty of the President to preside at all meetings of the membership and the Board of Directors. He shall designate the Chairman and may also designate members of committees. He

shall serve as ex-officio member of all Board committees. He shall, on behalf of the Association execute such contracts or other documents as the Board may direct.

- 6.3 The Vice-president shall assume the authority and duties of the President in the absence, inability or refusal of the President to act.
- 6.4 The Secretary shall have charge of recording minutes of all meetings of the Board and the membership. All official records, minutes and newsletters shall be maintained by the Secretary and passed on to the successor Secretary.
- 6.5 The Treasurer shall collect and deposit all dues and other revenue on behalf of the Association, and shall disburse funds and sign checks for the legitimate expenses of the Association. He shall keep an accurate accounting of all of the dues, other revenue and expenses of the Association and make a written report of this accounting for each calendar month and year at the membership meeting following such periods, or as soon thereafter as is approved by the Board of Directors. All financial reports and records in the possession of the Treasurer shall be made available for examination by any duly appointed committee or representative of the President, and all such records and reports shall be passed on to the successor Treasurer.
- 6.6 Whenever a vacancy occurs in any Officer or Director position by death, resignation, or otherwise, the Board shall fill the same. The officer so selected shall serve until the end of the unexpired term.
- 6.7 Any Officer or Director can be recalled or removed from office by the Board of Directors. Notwithstanding provisions of Section 5.7, such a recall shall require an affirmative vote of at least (2/3) of the current Board of Directors membership. A recalled officer shall not remain a member of the Board.
- 6.8 All checks shall be signed by the Treasurer and be counter signed by another officer appointed by the President.

## **Article VII**

### **Committees**

- 7.1 Committee chairmen shall be appointed by the President with the consent of the Board.
- 7.2 Committees and committee membership shall be annual and may be extended only by Board approval.
- 7.3 The Board of Directors is the final authority for all matters considered by committees. Said committees shall report to the Board of Directors at each membership meeting.
- 7.4 Each committee shall establish its own rules or procedure except for the quorum provision, which shall conform to that of the Board of Directors.
- 7.5 Any committee may be terminated by the action of the Board of Directors.

## **Article VIII**

### **Geographical Boundaries**

- 8.1 The territory of our Association shall extend on the north to the south side of Jefferson Street, on the south to the north side of South Grand Avenue, on the east up to but not including Second Street and on the west to the east side of Walnut Street. Membership, however, is not limited to residents or property owners within this territory.

## **Article IX**

### **Amendments**

- 9.1 These by-laws, as well as other organizational documents (such as articles of incorporation and tax exemption applications, if applicable) may be altered, amended or repealed at any regular membership meeting, provided written notice of the proposed changes shall have been given to each member at least fourteen days prior to such meeting. Such changes shall require a majority vote of all members of the Board of Directors and be ratified by a majority of Association members present and voting.