

EAST END NEIGHBORHOOD ASSOCIATION BYLAWS

As Amended May 2021

ARTICLE I. BOARD OF DIRECTORS.

Section 1. Number. Election. Term of Office. Vacancies. Resignation.

- a. Number. The Board of Directors consists of not less than 11 nor more than 13 directors.
- b. Election. The Board of Directors shall be elected by voting Association members from candidates nominated pursuant to Section 4 of this article.
- c. Term of Office. The term of office is two years, such term to begin on the date of the membership meeting at which election of Board members takes place.
- d. Vacancies. When a vacancy on the Board occurs during an unexpired term the Board of Directors may elect a replacement director to carry out the remainder of the term for the seat so vacated. Replacement of vacant positions shall occur if necessary to comply with the Number requirements. Vacant positions shall be filled by majority vote of the Board of Directors. Replacement director will serve out the term of the vacant position.
- e. Qualifications. Directors shall be required to reside within the geographic boundaries as designated in the Articles of Incorporation.
- f. Resignations. A Board member shall resign if he/she moves from the geographic boundaries as designated in the Articles of Incorporation.

Section 2. Responsibilities.

- a. Election of Officers. The Board of Directors shall elect the officers of the Association.
- b. Agenda for Annual Membership Meetings. The Board of Directors shall determine those matters to be presented at membership meetings and those matters to be voted upon by the membership. The Board shall accept the action of the membership on those matters submitted for vote. The Board shall consider the membership discussion in its future decision making on matters not submitted to the Membership for vote.
- c. Report to Membership. The Board of Directors shall report at the annual membership meeting on the work of the Association during the previous year and on plans for the upcoming year.

Section 3. Meetings.

- a. Regular Meetings. The Board of Directors shall hold at least nine monthly meetings during the year unless determined otherwise by the Board of Directors. The schedule for regular meetings shall be established at the Board's first meeting following the annual membership meeting and generally published throughout the membership. The agenda shall include the approval of minutes of the previous meeting and of any meetings of the Executive Committee held in the interim; reports of Board action on old and new business; and information about the current work of the Association.

- b. Special Meetings. Special meetings of the Board of directors may be held upon request of the president and two other directors, or upon request of any five directors from the Board. Written or oral notice of the meeting shall be given to all directors and shall state the matters to be considered at the meeting.
- c. Quorum. One-half of the currently seated Board of Directors shall constitute a quorum. No vote at any Board meeting is valid unless a quorum is present. Business may be discussed at a meeting attended by less than a quorum.
- d. Attendance. The Board of Directors may invite persons from the general public to attend a regular or special meeting of the Board. The president may schedule speakers to present information pertinent to East End Neighborhood Association projects or interests. Board meetings shall be open to any member of the Association.
- e. Voting. Each elected member of the Board of Directors shall have a vote, with the exception of the president, who may vote only in the event of a tie. Proxy voting shall be allowed. Any Board member with a conflict of interest on a specific issue shall refrain from voting on that issue.
- f. Rules of Order. The business of the Board of Directors shall generally be governed by Robert's Rules of Order. In instances where provisions or these bylaws provide specific procedures, these procedures will be followed.

Section 4. Nominating Committee for the Board of Directors.

- a. A nominating committee for the board of directors' elections shall be recruited annually by the president and appointed by the board of directors. The nominating committee shall be made up of 1-2 members of the board of directors and 1-2 EENA members who are not members of the board of directors and shall have at least 3 members. No current board member running for another term in the current year and no resident considering running shall be appointed to the nominating committee.
- b. The nominating committee shall propose a detailed nomination and election process to the board of directors for their approval. The nomination committee shall utilize all outreach methods available to them to announce EENA is recruiting candidates and set up a method for interested persons to nominate candidates at least 30 days before the annual meeting. The nomination committee will interview all interested candidates and make recommendations to the board of directors for their approval based on criteria pursuant to EENA's board election process.

ARTICLE II. OFFICERS.

Section 1. Offices.

The offices of the Association are the president, vice-president, secretary, and treasurer, but the last two offices may be combined to be filled by one person. These officers also serve as officers of the Board of Directors.

- a. President. The president of the Association shall preside at all business meetings of the membership. The President shall preside at all meetings of the Board of directors and of the

Executive Committee of the Board. He/She shall appoint the chairmen of all standing and special committees. He/She shall serve as ex-officio member of all committees. The president shall perform all acts and duties customarily performed by an executive and presiding officer.

b. Vice President. The vice president shall have all the power perform the duties of the president, in the president's absence. He/She shall perform such extra duties as are delegated by the president. The vice president shall see that appropriate notice is given for all regular and special meetings of the Board or Directors and for all Executive Board meetings.

b. Secretary. The secretary of the Association shall serve as the secretary at Board meetings and membership meetings. He/She shall see that members are notified of pending business, according to procedures approved by the Board of Directors. He/She shall be responsible to keep a record of attendance and to keep accurate minutes of membership meetings, including a record of all actions there taken. The secretary shall also keep minutes and attendance records for the Board of Directors and for the Executive Board.

b. Treasurer. The treasurer shall have charge of the funds of the Association and shall secure the deposit of those funds in the name of the Association in a bank designated by the Board of Directors. He/She shall be responsible for the Association's use of reasonable and customary methods of accounting. The treasurer shall submit the books to an outside review at the end of the treasurer's term or at least every two years. He/She shall see that a complete financial statement is presented at the annual meeting of the Association. He/She shall perform all acts and duties usually performed by a treasurer.

Section 2. Election for the Officers of the Board of Directors

Officers shall be elected at the first board of directors meeting following the annual election. Elections to each office will be done by nomination with a second and majority vote by the members of the board of directors. To ensure offices are filled annually the president may take additional action prior to the election.

ARTICLE III. EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the officers of the Board of Directors and the immediate past president, so long as He/She remains a member of the Board of Directors. The Executive Committee may hold meetings for emergency action between regular meetings of the Board of Directors, and it shall have the powers of the Board, except that it shall not reverse any action of the Board or approve any expenditure not previously authorized by the Board. Three of the members of the committee constitute a quorum. Actions of the Executive Committee must be acted upon by the Board of Directors at its next regular meeting except where advance authority for Executive Committee action has been granted. The minutes of the Executive Committee meeting shall accompany the Board meeting agenda.

ARTICLE IV. OTHER COMMITTEES.

Section 1. Standing Committees.

- a. Committees. There shall be such standing committees of the board of Directors as are necessary to accomplish the work of the Association.
- b. Chairmen. The chairmen of all standing committees shall be members of the Board of directors. The members to serve on any committee shall be appointed by the chairmen of the respective committees or by the president of the Association.
- b. Functions. Standing committees shall be appointed to carry out responsibilities regarding defined areas of Association operation and program. Committee plans and projects must be related to the overall planning processes of the Association.
- b. Abolishment. The standing committee shall be abolished by a vote of the Board at such time as the function of the Committee is deemed by the Board members to be no longer necessary.

Section 2. Task Forces.

- a. Such task forces as may be required for specific studies or other work shall be appointed by the president for limited periods of service. The chairmen for such task forces shall be appointed from the Board of Directors by the Association president, or by the Board of directors from the Membership of the Association.
- b. Upon the creation of any task force or standing committee, the chair of such task force or standing committee shall report to the Board of Directors as the Board may require, and any final approval or endorsement of the report of the committee shall be at the discretion of the Board of Directors.
- c. The President or the Board of Directors shall specify the tasks to be accomplished by any task force created pursuant to section 2.a.

ARTICLE V. MEMBERSHIP MEETINGS.

Section 1. Annual Meetings.

- a. An annual meeting shall be held no later than May 30th each year for the purpose of electing directors to the Board of Directors, voting on bylaw changes, receiving reports of officers and standing committees, and receiving input from the general membership.
- b. Special meetings of the membership may be called by the Board or by petition of fifteen members of the Association.

Section 2. Notice.

The Board of Directors shall notify members and other residents and property owners within the geographic boundaries of the Association of all meetings, at least one week prior to such meetings.

Section 3. Voting.

Matters submitted to the Association membership by the Board for decision at membership meetings shall be decided by majority vote of those present, except for amendment of these bylaws, which amendment must comply with Article VI herein.

ARTICLE VI. AMENDMENTS TO THE BYLAWS.

These bylaws may be amended by two-thirds vote of the members present at any regular or special membership meeting or by two-thirds vote of the Board of Directors sitting at any regular or special meeting of the Board of Directors, provided that notice of proposed amendments is given to the membership at least thirty days in advance.