

EAST END NEIGHBORHOOD ASSOCIATION BYLAWS

As Amended May 2021

ARTICLE I — BOARD OF DIRECTORS

Section 1 — Structure and Terms

a. Number

The Board of Directors consists of not fewer than **11** nor more than **13** directors.

b. Election

Directors are elected by voting Association members from candidates nominated pursuant to Section 4 of this Article.

c. Term of Office

Each term is **two (2) years**, beginning on the date of the membership meeting at which the election occurs.

g. Term Limits

Directors may serve no more than **eight (8) total years** on the Board. Service need not be consecutive. All years of service—whether continuous or non-continuous—count toward this limit. This includes all prior service on the Board, including service completed before adoption of this provision.

d. Vacancies

If a vacancy occurs before a term expires, the Board may appoint a replacement to complete the remaining term. Vacancies must be filled as needed to maintain the required number of directors and require a majority vote of the Board.

e. Qualifications

Directors and members must reside in **or** own property within the geographic boundaries defined in the Articles of Incorporation.

f. Resignations

A Board member must resign if they no longer meet geographic eligibility requirements.

Section 2 — Responsibilities

a. Election of Officers

The Board elects the officers of the Association.

b. Annual Meeting Agenda

The Board determines:

- Items to be presented at membership meetings
- Matters to be submitted for vote

The Board shall:

- Accept outcomes of membership votes
- Consider member input in future decision-making

c. Annual Report

The Board presents a report covering:

- Activities from the prior year
- Plans for the upcoming year

Section 3 — Meetings

a. Regular Meetings

- At least **nine (9)** meetings per year (unless otherwise determined)
- Schedule set after the annual meeting and shared with members
- Standard agenda includes:
 - Approval of prior minutes
 - Old and new business
 - Program and activity updates

b. Special Meetings

May be called by:

- The President and two directors, or
- Any five directors

Notice must include meeting purpose.

c. Quorum

A quorum is **one-half of seated directors**. No votes are valid without a quorum.

d. Attendance

- Meetings are open to Association members
- Guests and speakers may be invited

e. Voting

- Each director has one vote

- The President votes only to break ties
- Proxy voting is permitted
- Conflicts of interest require abstention

f. Rules of Order

Proceedings follow **Robert's Rules of Order**, unless otherwise specified in these bylaws.

Section 4 — Nominating Committee

a. Composition

- Appointed annually
- Includes 1-2 Board members and 1-2 non-Board members
- Minimum of 3 members total
- Individuals running for election may not serve

b. Responsibilities

The committee shall:

- Propose an election process for Board approval
 - Conduct outreach at least 30 days before the annual meeting
 - Interview candidates
 - Recommend candidates to the Board
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ARTICLE II — OFFICERS

Section 1 — Offices

Officers include:

- President
 - Vice President
 - Secretary
 - Treasurer
- (Secretary and Treasurer roles may be combined)*

a. President

Presides over meetings, appoints committees, serves as ex-officio member, and performs executive duties.

b. Vice President

Acts in the President's absence and ensures proper notice of meetings.

c. Secretary

Maintains:

- Meeting minutes
- Attendance records
- Member notifications

d. Treasurer

Responsible for:

- Financial management and accounting
 - Deposits and recordkeeping
 - Financial reporting
 - Periodic external review of accounts
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Section 2 — Election of Officers

Officers are elected at the first Board meeting following annual elections by:

- Nomination
 - Second
 - Majority vote
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ARTICLE III — EXECUTIVE COMMITTEE

The Executive Committee consists of:

- All officers
- Immediate past president (if still serving on the Board)

Authority:

- May act on urgent matters between Board meetings
- May not reverse Board decisions or approve unauthorized spending

Requirements:

- Quorum: 3 members
 - Actions must be reviewed at the next Board meeting
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ARTICLE IV — COMMITTEES

Section 1 — Standing Committees

- Established as needed
- Chaired by Board members
- Members appointed by chair or President
- Must align with Association goals
- May be dissolved by Board vote

Section 2 — Task Forces

- Created for specific, limited purposes
 - Chairs appointed by President or Board
 - Must report progress to the Board
 - Final approval of work rests with the Board
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ARTICLE V — MEMBERSHIP MEETINGS

Section 1 — Annual Meeting

- Held no later than **May 30**
- Purpose includes:
 - Director elections
 - Bylaw amendments
 - Reports
 - Member input

Special meetings may be called by:

- The Board, or
- Petition of 15 members

Section 2 — Notice

Members must receive at least **one week's notice** of meetings.

Section 3 — Voting

- Decisions require a **majority vote** of members present
 - Bylaw amendments must comply with Article VI
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ARTICLE VI — AMENDMENTS

These bylaws may be amended by a **two-thirds (2/3) vote** of:

- Members present at a membership meeting, or
- The Board of Directors

Requirement:

Proposed amendments must be provided to members at least **30 days in advance**.

Formatting modernized; content preserved with approved updates only.