

Amended 6-25-2010

MACARTHUR HEIGHTS NEIGHBORHOOD ASSOCIATION BY-LAWS

ARTICLE I—THE ASSOCIATION

Section 1: Name: The name of the corporation shall be “MacArthur Heights Neighborhood Association.”

Section 2: Boundaries: The MacArthur Heights Neighborhood is bounded by Westpoint Road/9th Street (including Beaver Dam Park) on the North, Hwy 41 on the east, north Hazelwood on the south and the east side of Packerland on the west.

Section 3: Voting Membership: Voting membership in the MacArthur Heights Neighborhood Association shall include all residents and property owners within the boundaries described above. Non-members may attend meetings and express opinions concerning the activities of the MacArthur Heights neighborhood Association but may not vote.

Section 4: Quorum: A quorum at any annual member meeting consists of a majority of members of the Board of Directors plus at least fifteen voting members. A quorum at any Board meeting consists of a minimum of a majority of members of the Board of Directors. A vote carries by simple majority.

ARTICLE II—PURPOSE

Section 1: Purpose: The MacArthur Heights Neighborhood comes together as concerned residents of the City of Green Bay in order to maintain and improve the quality and appeal of our neighborhood. We will provide social and informational gatherings to meet our neighbors and facilitate common goals. Some of these goals are to prevent crime, address traffic issues, preserve mature wooded areas, increase aesthetic appeal, maintain property values, and have some fun. By these means we hope to ensure that all who reside here now and in the future will feel welcome and comfortable.

ARTICLE III—BOARD OF DIRECTORS

Section 1: Board of Directors: The affairs of the MacArthur Heights Neighborhood Association shall be managed by a board of directors that shall consist of at least (5) but no more than nine (9) directors who shall be elected by the membership at the time of the annual meeting.

Section 2: Terms: Board of directors shall serve a one (1) year term. There shall be no limit on the number of terms that a director may serve.

Section 3: Vacancies: Any vacancy occurring on the Board of Directors shall be filled by a majority of the Board of Directors.

Section 4: Removal: Any director may be removed from the Board by a majority vote of the directors present constituting a quorum because of action in violation of the by-laws; dereliction of duty or incompetence in office; not performing to said job descriptions; misappropriation of funds; misconduct

in office; or whenever that director has three or more absences, per term, from regularly scheduled Board meetings. Absences may be excused by Executive committee vote.

ARTICLE IV—EXECUTIVE COMMITTEE

Section 1: Officers: MacArthur Heights Neighborhood Association shall have an Executive Committee consisting of four (4) officers; specifically President, Vice President, Treasurer, and Secretary.

Section 2: Terms of Officers: Officers shall be elected by a majority vote of the Board of Directors for a one (1) year term; said election occurring annually at the next regularly scheduled Board meeting following the annual meeting. Vacancies due to death, resignation, or other causes shall be filled by a majority vote of the Board of Directors. The Board shall elect a successor from its Board of Directors at the next regular meeting, and said election shall be for the remaining term of said office.

Section 3: Duties: The Executive Committee shall carry out the following functions of the organization:

- a) Call Board meetings and additional meetings as needed, which shall be open to all members and the general public. Notice of place, time and agenda shall be published seven (7) days before all meetings;
- b) Ensure the publication of a newsletter which informs the residents of issues and events that concern the neighborhood, and

The Executive Committee shall take no action in support of or in opposition to issues affecting the MacArthur Heights Neighborhood Association without calling a Board meeting.

Section 4: President: The President shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the President shall sign all contracts and other instruments made by the Board. At each meeting, the President shall submit recommendations and information as he/she may consider proper concerning the business affairs and policies of the Board. Other duties of the President shall include, but not be limited to:

- Develops agendas for meetings
- Attends all scheduled Green Bay Neighborhood Leadership Council (GBNLC) meetings
- Helps guide and mediate Board actions with respect to organizational concerns
- Reviews with the Executive Committee any issues of concern to the Board
- Monitors financial planning and financial reports
- Speaks to the media and represents the organization to the community

Section 5: Vice President: The vice President shall perform the duties of the President in the absence or incapacity of the President and, in case of the resignation or death of the President, the Vice President shall perform such duties as are imposed of the President until such time as the Board shall elect a new President. The duties of the Vice President may also be said duties listed under President and not limited to those.

Section 6: Secretary: The Secretary shall be the custodian of the MacArthur Heights Neighborhood Association records and shall record the minutes of all the meetings as directed by the President. The offices of Secretary and Treasurer may be combined into one position upon a vote of the Board of Directors at a regularly scheduled meeting.

Other duties of the Secretary shall include, but not be limited to:

- Assist in grant writing
- Ensure minutes are distributed within seven (7) days of scheduled meetings
- Write Thank You notes for donations
- Distribute documents as needed at scheduled meetings
- Is sufficiently familiar with articles, by-laws, etc. to note applicability during meetings

Section 7: Treasurer: The Treasurer shall be the custodian of the MacArthur Heights Neighborhood Association funds as directed by the President. All receipts shall be deposited to and all disbursements shall be made from an account established in the name of MacArthur Heights Neighborhood Association.

All checks over the amount of \$200 shall require two (2) signatures: two (2) of the three (3) board members on the signature card at M&I Bank have to sign all checks. An audit of the books is to be conducted annually at the end of the fiscal year. The fiscal year, for this purpose shall begin January 1st and end December 31st each year.

Other duties of the Treasurer shall include, but not be limited to:

- Regular reports to the Board on key financial events, trends, concerns, and assessment of fiscal health
- Provides annual budget to the Board for members approval
- Ensures development and Board review of financial procedures and systems
- Assists in the selection of an auditor, if needed, and meets with him or her annually
- Procures necessary insurance for events
- Procures licensing and/or permits for events as directed by Committee Chairpersons

Section 8: Board Members: Duties of the Board Members shall include, but not be limited to:

- Understand and demonstrate a commitment to the organization's mission and purpose
- Keep up to date with issues and trends that affect the organization
- Prepare for meetings by reading agendas, minutes, reports, and other documentation required to actively participate in them
- Attend meetings regularly
- Contribute skills and knowledge by participating actively in meetings and committee work
- Understand and monitor the organization's financial affairs
- Avoid potential conflicts of interest
- Ensure the Organization is complying with all legal and regulatory requirements

- Recommends to the Board which committees are needed
- Seek volunteers for committees
- Recruitment of new board members

ARTICLE V—MEETINGS

Section 1: Annual Member Meeting: There shall be a meeting of the members not before March 1 or later than April 30 of each year at a public place. Day, hour, and location shall be designated by the Executive Committee and stated in the notice of such meeting.

Section 2: Board Meeting: Board meetings shall be held on the fourth Thursday of the month at 6:30pm or as determined by the Board.

Section 3: Special Meeting: Special meetings of the membership may be called by the Executive Committee or upon written request of ten (10) members. Such written request shall be presented to the Executive Committee. Special meetings shall be held in a public place at a day and hour as designated by the Executive Committee and stated in the notice of such meetings.

Section 4: Quorum and Transaction of Business. When a quorum is present at the meeting, a majority of the votes present there shall decide any questions brought before such meeting. IN the absence of a quorum, those present may adjourn the meeting without notice other than by announcement at the meeting.

Section 5: Order of Business: At the meetings of the Board, the following shall be the order of business:

1. Roll Call
2. Approval of Minutes
3. Treasurer's Report
4. Committee Reports
5. Special Guests
6. Old Business
7. New Business
8. Adjournment

Section 6: Manner of Voting: The voting on all questions coming before the Board shall be by a show of hands and shall be entered upon the minutes of such meeting.

ARTICLE VI—COMMITTEES

Section 1: Committees will be formed at the pleasure of the board. Projects will be approved by the Board. Committees of said projects will elect their chair. The chairperson will report progress to the Board in an ongoing basis.

ARTICLE VII—AMENDMENTS

Section 1: Amendments to By-Laws: Amendments to these by-laws and removal of officers may be accomplished in the following manner:

1. At any membership meeting, a majority vote of those present shall determine that a revision shall be considered, and
2. The proposed revision shall then be published on the website and in the next published newsletter.

Section 2: Rules of Order: The Board shall follow Robert's Rules of Order Newly Revised when necessary and there is no consent among the Board Members

THE FOREGOING BYLAWS WERE ADOPTED by a majority of the Board of Directors present at a Board meeting held on __, 2007 and may be amended as appropriate upon a vote of the majority of the Board of Directors

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