

**BY-LAWS  
OF  
LOMBARDI NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I - THE ASSOCIATION**

**SECTION 1. Name - Offices:** The name of the association shall be "Lombardi Neighborhood Association. The association shall maintain in the City of Green Bay and State of Wisconsin a mailing address: 1707 South Oneida Street, Green Bay, WI 54304 (West Side Moravian Church).

**SECTION 2. Boundaries:** The Lombardi Neighborhood Association includes the area bounded on the North by the North side of Biemeret Street, on the East by the East side of Fourteenth Avenue, on the South by the North side of Lombardi Avenue and those Green Bay City Parcels South of Lombardi Avenue within the East and West boundaries as they would be extended to the South, and on the West by the West side of South Ridge Road.

**SECTION 3. Members - Voting Rights:** Only adult residents of the City of Green Bay residing or operating a business in the Lombardi Neighborhood Association boundaries will be members of said association. Each member shall be entitled to one vote on each matter submitted to a vote of the members. In no instance shall a member be entitled to more than one vote. Each business will be entitled to one vote. Non-members, may attend meetings and express opinions concerning the activities of the Lombardi Neighborhood Association, but may not vote.

**ARTICLE II - PURPOSE**

**SECTION 1. Purpose:** The Lombardi Neighborhood Association will hold at the highest standard the preservation of our neighborhood. At all times we will address issues concerning safety, crime prevention and traffic and parking control. We will also work to preserve the traditions of Green Bay and work on beautification projects as well as upholding a high level of service through neighborhood charitable work.

**ARTICLE III - BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS:** The Board of Directors shall manage the affairs of the association.

**SECTION 2. BOARD MEMBERSHIP AND TENURE:** The Board of Directors

shall consist of fourteen (14) directors elected by the membership. Elected members of the Board shall serve two-year terms, or until their successors have been elected and qualified, except that at the initial election, seven of the Board members shall be chosen for three-year terms. There shall be no limit to the number of terms that a director may serve.

**SECTION 3. BOARD MEETINGS - ORDER OF BUSINESS:** A regular annual meeting of the Board of Directors shall be held, without other notice than these by-laws, immediately after, and at the same place as, the annual meeting of members. Additional regular meetings of the Board of Directors will be held on the third Thursday of each month except July, November and December, and optionally, by majority vote, on a different Thursday of a month. Following is the suggested order of business:

1. Roll Call
2. Approval of Minutes
3. Special Guests
4. Communications/Resolutions
5. Treasure's Report/Bills
6. Committee Reports
7. Old Business
8. New Business (including open form)
9. Adjournment

**SECTION 4. NOMINATING COMMITTEE:** A nominating committee shall be appointed by the directors to receive candidates for the Board of Directors and to disperse information on candidates to the membership at least two (2) weeks prior to the meeting at which directors are to be elected. The nominating committee shall attempt to nominate Board candidates equally throughout the geographic area of the neighborhood.

**SECTION 5. SPECIAL MEETING NOTICE:** Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance to each director. If mailed such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of the meeting of the Board need be specified in the notice of such meeting unless specifically required by law or by these by-laws.

**SECTION 6. QUORUM - MANNER OF VOTING:** At least eight (8) members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than eight of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. The voting on all questions coming before the Board shall be by verbal vote and shall be entered upon the minutes of such meeting.

**SECTION 7. VACANCIES:** Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the Board of Directors and shall be for the remaining term of said office.

**SECTION 8. REMOVAL:** Any director may be removed from the Board by majority vote of the directors present constituting a quorum wherever that director has at least three unexcused absences from Board meetings or conduct that the Board sees unfit.

#### **ARTICLE IV - ASSOCIATION OFFICERS**

**SECTION 1. OFFICERS:** The officers of the corporation shall be a president, a vice president, a treasurer, and a secretary. Any two or more offices may be held by the same person, except the offices of president and secretary.

**SECTION 2. ELECTION AND TERM OF OFFICE:** The officers of the association shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected. 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 its next regular meeting, and said election shall be for the remaining term of said office. No individual may hold the same office of the association for more than four (4) terms without a two (2) terms absence from said office.

**SECTION 3. DUTIES:** The Executive Committee shall call additional Board meetings, and additional Member meetings as needed, which shall be open to all members and the general public. The Executive Committee shall take no action in support of or in opposition to issues affecting the Lombardi Neighborhood Association without first bringing that question before the Board at a Board of Directors meeting.

**SECTION 4. PRESIDENT:** The president shall be the principal executive officer of the association. Subject to the direction and control of the Board of Directors, he/she shall be in charge of the business and affairs of the association; he/she shall see that the resolutions and directives of the Board of Directors are carried into effect, except in those instances in which that responsibility is assigned to some other person by the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the association or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, he/she may execute for the association any contracts, deeds, mortgages, bonds, or other instruments

which the Board of Directors has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the association and either individually or with the secretary or any other officer whereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

**SECTION 5. VICE PRESIDENT:** The vice president shall assist the president in the discharge of his/her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. In the absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president; and when so action, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the association or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, the vice president may execute for the association any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the association and either individually or with the secretary or any other officer whereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

**SECTION 6. SECRETARY:** The secretary shall record the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

**SECTION 5. TREASURER:** The treasurer shall be the principal accounting and financial officer of the association. He/she shall:

A. Have charge of and be responsible for the maintenance of adequate Books of account for the association;

B: have charge and custody of all funds and securities of the association And be responsible therefore and for the receipt and disbursement thereof; and

C: perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

D: submit the financial records for an annual audit to the person(s) the Board of Directors identify.

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

## ARTICLE V - MEMBERSHIP MEETINGS

SECTIONS 1. MEETING(S): The Board of Directors shall designate one of their monthly meetings as the annual meeting for members. There shall be an annual meeting of the members no later than June 1 of each year.

SECTION 2. SPECIAL MEETINGS: Special meetings of the members may be called by the president of the Board of Directors or by a majority of the Board of Directors or by not less than fifteen (15) of the members having voting rights.

SECTION 3. PLACE OF MEETING: The Boards of Directors may designate any place as the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made for a called special meeting, the Board shall name the place of meeting.

SECTION 4. NOTICE OF MEETINGS: Notice of place, date, time and agenda (purpose) shall be given seven (7) days before all such meetings to each member entitled to vote at such meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation with postage thereon prepaid.

SECTION 5. QUORUM: Fifteen (15) members shall constitute a quorum at such membership meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

## ARTICLE VI - COMMITTEES

**SECTION 1. STANDING COMMITTEES:** The Board of Directors may designate the committees it believes necessary to carry out the purposes of this association. Standing committees shall consist of:

- A. Budget and Finance;
- B. Charity/Public Relations;
- C. Parking and Traffic;
- D. Preservation and Beautification;
- E. Neighborhood Stewardship;
- F. Safety and Crime Prevention;

Committees shall have and exercise the authority of the Board of Directors in the management of the association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon it or himself/herself by law. Board committees, other than the foregoing standing committees, may be appointed subject to the approval of the Board of Directors.

**SECTION 2. SPECIAL COMMITTEES:** Special committees not having and exercising the authority of the Board of Directors in the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the association, and the president of the association shall appoint the members thereof. Any member thereof may be removed by the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the association shall be served by such removal. Special committees shall report to standing committees, which report to the Board.

**SECTION 3. COMMITTEE TERM:** Each member of a standing or special committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**SECTION 4. CHAIRPERSON:** One member of each committee shall be appointed chairperson.

**SECTION 5. VACANCIES:** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM: Unless otherwise provided in the resolution of the Board of Directors designating a committee, one third of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE VII - GENERAL PROVISIONS

SECTION 1. FISCAL YEAR: The fiscal year of the association shall be fixed by resolution of the Board of Directors.

SECTION 2. CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these by-laws, to enter into any contract, execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 3. CHECKS. DRAFTS. ETC: All checks, drafts, or other orders for the payment or disbursement of money, notes, or other evidence of indebtedness issued in the name of the association shall be signed by at least two officers or at least two agents of the association and in such manner as shall from time to time be determined by resolution of the Board of Directors. Checks over \$100.00 (one hundred dollars), must have approval of the Board of Directors.

SECTION 4. DEPOSITS: All funds of the association shall be deposited within one month to the credit of the association in such banks or other depositories as the Board of Directors may select.

SECTION 5. GIFTS: The Board of Directors may accept, on behalf of the association, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of association.

## ARTICLE VIII - BOOKS AND RECORDS

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the addresses of the members entitled to vote. Any member, or his/her agent or attorney may inspect all books and records of the association, for any proper purpose at any reasonable time.

## ARTICLE IX - AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the members unless otherwise provided in the articles of incorporation or the by-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the association not inconsistent with the law or the articles of incorporation. A simple majority in a duly constituted meeting may so amend.

#### ARTICLE X - ROBERT'S RULES

*Robert's Rules of Order, Revised*, shall be the authority to decide all questions of order not provided for by these by-laws

Revision History:

January 15, 2004 (initial adoption)

## Amendments

Amendment 1: The Lombardi Neighborhood Association is to be strictly for the good of the community. Its main functions shall be for charitable purposes and for education of the common people and to be a go between for the city and its residents. Furthermore it shall never be used to "make a profit" or any other function not listed above.

Amendment 2: The Lombardi Neighborhood Association is organized exclusively for charitable, religious, educational, and scientific purposes, including , for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Amendment 3: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Amendment 4: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.