

## **Articles of Organization of Red Smith Neighborhood Association**

### **Article I. Name**

The name of this organization shall be the Red Smith Neighborhood Association.

### **Article II. Area of Operation**

This neighborhood association shall limit its activities to the area within these boundaries:

*"In the City of Green Bay neighborhood bounded by Scottwood Drive, City Limits, Church Road and Nicolet Drive (excluding the homes on Nicolet Drive which already are included in the Nicolet Drive Neighborhood Association)"*

### **Article III. Mission**

*The mission of the Red Smith Neighborhood Association is to promote and maintain a safe, clean and friendly community, preserve the beauty of the natural environment, and connect with our neighbors and the City of Green Bay.*

### **Article IV. Membership**

**Sec. 1 Members.** All adult persons, 18 and older, residing in, owing property or businesses within the area described in Article II.

**Sec. 2 Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

### **Article IV. Government**

**Sec. 1 Annual Meeting.** An annual meeting of the Members shall be held in each year at a time and place determined by the Board of Directors prior to September 15 of each year.

**Sec. 2 Special Meetings.** Special meeting of the members may be called by the Board from time to time. The Board of Directors shall call a special meeting when requested and approved by a majority ( $\frac{1}{2} + 1$ ) of the Board.

**Sec. 3 Notice of Meetings.** Written, published, or broadcast notice stating the place, date, and hour of any meetings of the members shall be provided to each member entitled to vote at such meeting, not less than five nor more than thirty days before the date of such meeting. In case of a special meeting, or when required by law or these by-laws, the purpose for which the meeting has been called shall be stated.

**Sec. 4 Quorum at General Membership Meetings.** A majority ( $\frac{1}{2} + 1$ ) members shall constitute a quorum at any meeting of the Members. If a quorum is not present at any meeting, a majority of the Members present may adjourn the meeting

#### **Article V. Board of Directors**

**Sec. 1 Elections.** The Board of Directors shall consist of a minimum of 4 directors elected by the membership prior to September 1 of each year.

**Sec. 2 Tenure and Term.** Elected members of the board shall serve two year terms, or until their successors have been elected. The term of office of the elected directors shall not be limited.

**Sec. 3 Nomination of Candidates.** Directors shall be nominated by either of the following methods:

- (a) The Board of Directors shall prepare and submit to the annual meeting of Members a list of candidates to fill all terminating directorships in the year in question.
- (b) Additional nominations may be made at the Annual meeting of Members by nomination from the floor by any Member, provided there is a second nomination and the Member being nominated is present and accepts the nomination.

**Sec. 4 Vacancies on the Board.** Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, though less than a quorum of the Board of Directors, provided that any director so removed may be reinstated by the Board for good cause shown before a successor is elected or appointed.

Sec 5. Resignation and Removal. Any director may resign at any time by giving notice in writing of such resignation to the President or Secretary. Any director may be removed by a majority vote of the members present and voting at any annual or special meeting of the board if the notice of such meeting sets forth that one of the purposes of the meeting is to consider the removal of the member or members in question. Any member who is absent from three (3) meetings of the board in any one year without being excused from attendance by the board shall be automatically removed as a director, provided that the Board, in its unrestricted discretion, may reinstate the director for good cause shown at any time before a successor is elected or appointed.

#### **Sec. 5 Meetings of the Board.**

- (a) **Annual Meeting.** The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Member in each year.
- (b) **Regular Meetings.** Regular meetings of the Board of Directors will be held at a time and place set by the Board of Directors, a minimum of 5x/year.

- (c) **Quorum.** A majority ( $\frac{1}{2} + 1$ ) shall constitute a quorum at any meeting of the board. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting.

## **Sec. 6 Rights and Duties of the Board of Directors**

(a) **Duties.**

- Manage the affairs of the association
- Recommends to the Board which committees are needed
- Seek volunteers for committees
- Recruitment of new board members
- Annually evaluates the performance of the organization in achieving its mission and objectives
- Annually reviews matters that related to the Board's structure, role and relations to management

- (b) **Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these by-laws.

- (c) **Appointment of Committees.** The Board of Directors may appoint committees consisting of either directors or Members or both to study and investigate particular issues and matters, and to make recommendation for action by the board. When appointing such committee the Board of Directors shall designate a committee member to be a liaison for the committee. No committee or committee chairperson may act or speak for the association.

- (d) **Budget.** The Board of Directors shall prepare an annual budget for the association and administer the financial affairs according to the budget thereafter. The board may amend or alter the annual budget as it deems necessary and proper from time to time.

## **Article VII. Rights and Duties of the Executive Committee**

**Section 1: 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
- Writes a President's message for each issue of the newsletter
- Attends all scheduled Mayors Neighborhood Leadership Council (MNL) 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 2: 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 3: Secretary.** The Secretary shall be the custodian of the Red Smith 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
- Upkeep of manuals

**Section 4: Treasurer.** The Treasurer shall be the custodian of the Red Smith 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 Red Smith Neighborhood Association.

All expenses of \$200 or greater must be approved in advance by a majority of Board Members.

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
- 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

## **Article VIII. Committees**

The Board of Directors may designate the committees it believes necessary to carry out the purpose of this organization.

**Special Committees** may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. These special

committees do not have, nor can exercise the authority of the Board of Directors. Except as otherwise provided in such a resolution, members of each such committee shall be members of the organization. The president of the organization shall "appoint" members or ask for volunteers to participate on the committee. Any member of such committee may be removed by the person(s) authorized to appoint the member, whenever, in their judgement, the best interests of the organization shall be served by removal.

### **Article IX. 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 quarterly 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 May 19, 2015 and may be amended as appropriate upon a vote of the majority of the Board of Directors.