

CLEVELAND NEIGHBORHOOD ASSOCIATION
BY LAWS

Article I. Name

The name of the organization shall be the Cleveland Neighborhood Association, here in referred to as CNA.

Article II. Area Represented

The area represented by CNA for the purpose of these by-laws shall be defined as follows: Bounded by Dowling Avenue North on the North, Penn Avenue North on the East, Lowry Avenue North on the South and Xerxes Avenue North on the West. Despite the provision in Article XI, this Article is not subject to change or amendment by CNA Membership or the Board of Directors.

Article III. Purpose

The purpose of this organization shall be to protect and promote the neighborhood interests of the residents and business owners within the organization's boundaries as defined in Article II.

Article IV Membership

Section 1. General Membership

Any citizen of voting age, who resides in, works in or owns a business or property in the area defined in Article II, shall be eligible for membership in the Association. No member shall have a vested right in the term of his or her membership. Membership is not transferable or assignable.

Section 2. Non-Discrimination

Membership shall be open to all interested persons who meet the requirements of Article IV, section 1. Also, no person shall be denied membership in the Association because of because of race, religious belief, gender, sexual preference, national origin, economic status, disability, age, political affiliation or creed.

Article V Meetings

Section 1. General provisions

A minimum of three (3) general membership meetings per year shall be held in a public and accessible place at a time and place announced and made available to membership at least thirty (30) days prior by announcement in the CNA newsletter and community newspapers.

Section 2. Board meetings

The Board of Directors shall meet on the third Monday of the month at 7:00 pm in a public and accessible place to conduct general Association business.

A standing board meeting date can be changed from the above-stipulated monthly date up to two (2) times per calendar year. To permit and approve such a change, a ten-day (10) notification must be provided to current Board members. In addition, the revised meeting date must be posted outside the CNA office and posted on the CNA website within two (2) business days of the decision to change the meeting to the revised date.

General Association business shall consist of at least the following:

- I. Approval of the Minutes of the previous meeting
- II. Reports
 - A. Chair
 - B. Vice Chair
 - C. Treasurer

- D. Secretary
- E. Membership secretary
- III. Committee Reports/recommendations

Section 3. Holidays

If a regular board meeting or general membership meeting falls on an official federal holiday, the meeting shall be held on the following Monday, unless otherwise decided by the Board of Directors.

Section 4. Conduct of meetings

All meetings shall be conducted by Robert's Rules of Order, latest revision, when not in conflict with these by-laws.

Section 5. Notice of meetings

Notice of regular meetings of the Association will be made available to membership at least thirty (30) days prior by announcement in the CNA newsletter and community newspapers.

Section 6. Special meetings

Special meetings of the Board of Directors may be called by the Chair or a two-thirds majority of the Board members then in office. Such special meetings shall be limited to the issue(s) for which the meeting was called. Notice of special meetings shall be given to board members at least three (3) business days in advance of the meeting by personal contact or phone.

Section 7. Voting

CNA members must be present at all meetings in order to vote and no votes will be by proxy. Votes will be decided on a simple majority.

Section 8. Membership called special meetings.

The general membership of CNA may request a special meeting of the membership if at least 25 voting members or 5% of the voting, whichever is less, date and deliver to the Chair or Treasurer, a written demand for a special meeting. The Board of Directors must call such a meeting within 30 days. The meeting must be held within 90 days. The notice must include the specific purpose for such a meeting.

Article VI Board of Directors

Section 1 Term

The terms of the Board of Directors shall be staggered two (2) year terms. No board member shall serve more than three (3) consecutive terms (6 years). A one-year absence from the Board membership is required before a previous member may be eligible for a new term.

Section 2. Number and make-up of the Board of Directors

The Board of Directors shall consist of no less than seven (7) and no more than eleven (11) members. Board members agree to support the mission of the Association. The Board of Directors shall represent the diversity of the neighborhood it represents. To encourage greater representation and diversity of the Board, an attempt should be made to have the following representation: women, business owners, renters, landlords (residential or business), persons of color, elderly, and single persons. Person owning property in the Cleveland neighborhood as described in Article II, but do not live in the Cleveland neighborhood shall be limited to a number constituting a minority of the total Board members.

Section 3. Vacancies

Vacancies occurring for any reason between Annual Meetings shall be filled by appointment of the Board of Directors. If an appointed director serves more than 50% of the term of an elected director, this will count as one full term and limits for service as defined in Article VI, Section 1. The appointment shall be for the remaining term of the vacated position. The appointee will face election at the end of the normal term. The Board may select appointees based on their attendance or involvement with the Association's board meeting, committee meeting or

neighborhood meetings. Additionally, positions may be filled by candidates who ran, but were not elected in the most recent Annual meeting.

Section 4. Quorum

A quorum of the Board of Directors shall consist of not less than fifty percent (50%) of the members of the board, of which one must be the Chair, Vice- Chair or Chair Protem.

Section 5. Resignation

A board member may resign from the Board at any time and for any reason upon written notice to the Chair. Resignation shall be effective immediately upon receipt by the Chair unless stated in the notice. In the case of resignation, the current term will be counted as one full term, regardless of the length of service. The board member is eligible to be nominated as a Director for election at the next annual meeting, as long as the member did not serve at full term, as defined in Article VI Section 1, prior to the term that they resigned. If the member does qualify for nomination and is elected, this term would count as their second consecutive term.

Section 6. Removal

A Board member may be removed with or without cause from the Board of Directors by a two-thirds (2/3) vote of the voting general membership in attendance at a regular meeting. Such a vote shall occur at a regular or a special meeting called for that reason with at least five (5) business days notice and with due notification of such action and the right to be heard thereon.

Section 7. Automatic Removal

A Board member will automatically face removal if he or she misses, without prior approval more than three (3) meetings in a rolling twelve month year \ or misses two consecutive meetings. A board member who has been removed must wait at least two years before being eligible for a new term. A board member will automatically be removed, if found to no longer be a member of the General Membership, as defined in Article IV, Section 1. This removal is automatic, and does not require a vote of the general membership.

Article VII Officers

Section 1 Number

The officers of the Association shall be Chair, Vice-chair, Secretary, Treasurer and Membership Secretary

Section 2. Election and Term of Office

The Board of Directors shall within one (1) month of the Annual Meeting conduct elections for all Officer positions in the Association. The officers shall hold office until the next annual election of officers.

Section 3. Resignation

Any officer may resign at any time for any reason, by giving notice of his or her resignation to the Chair or Secretary. Any such resignation shall take effect upon receipt of notice, unless specified in the notice. Resignation as an officer does not remove the individual from the Board of Directors unless stated so in the notice.

Section 4. Removal

Any officer may be removed with or without cause by a vote of a majority of the total number of directors. Removal in this manner does not remove said officer from the Board of Directors. An officer may face removal he or she misses three (3) or more meetings per term or two consecutive meetings, without prior approval of the Board. Such removal shall also remove said party from the Board of Directors.

Section 5. Vacancies

A vacancy in any office due to resignation or removal or any other reason shall be filled for the remaining of the term in the manner prescribed in Article VI Section 3.

Section 6. Chair

The Chair shall have the power of general management of the business of the Association. The Chair shall prescribe or delegate such authority at all meetings of the Board of Directors and the meetings of the general membership. The chair shall be the chief Executive Officer of the Association and shall see that all orders and resolutions of the Board and membership are carried into effect. The Chair shall be a member ex-officio of all committees. The Chair shall be considered "President" of the Association for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the Association under that title. In general, the Chair shall perform all duties as the board may prescribe and shall call meetings and set agendas.

Section 7. Vice-Chair

The duties of the Vice-chair shall be to perform the duties of the Chair in the absence of the chair and to perform other duties as the Board of Directors or Chair may prescribe.

Section 8. Secretary

The duties of the Secretary shall be to record the minutes of each meeting and to assist in the preparation of letters and reports of the Association. The Secretary is also to ensure that the minutes and agendas are distributed to all Board members in accordance with these by-laws. Minutes will be made available upon request.

Section 9. Treasurer

The Treasurer shall keep accurate accounts of all moneys of the Association received and disbursed and shall report to the Board of Directors and membership on the financial condition of the Association. The Treasurer shall be responsible for supervising the receipt, deposit and disbursement of the Association's funds in accordance with the policies established by the Board of Directors. One additional Board member will co-sign all check requests submitted in excess of \$350.00.

Section 10. Membership Secretary

The membership Secretary shall work to ensure full and effective participation of all CAN activities by members of the Cleveland Neighborhood. Specifically, it will be the responsibility of the Membership Secretary to insure that CNA represents the Cleveland Neighborhood's racial, ethnic, gender, age, religious, sexual preference, physical abilities, socio-economic and political affiliation diversity.

Section 11. Public Relations

No position statement or solicitations shall be made in the name of the Association unless approved by the Board.

Article VIII. Committees

Section 1. Establishment

The Board of Directors shall establish standing committee as needed to assist in developing and carrying out the policies, goals and objectives of the neighborhood. Each board member will chair or participate in at least one committee.

Section 2. Duties

Each committee shall be responsible for developing goals, objectives, and strategies for strategic planning and providing information and recommendations on issues to the Board of Directors for action.

Section 3 Meetings

Committees shall establish their own meeting schedule. Committees are required to report to the Board of Directors on a regular basis on activities, progress and actions undertaken.

Section 4 Task Forces

The Board of Directors may convene a task force (a.k.a ad hoc committee) to meet, discuss and provide recommendations on a specific topic or issue. The board shall solicit members, set parameters of inquiry and the time in which the task force is to report back to the Board with their findings.

Section 5 Joint Meetings

Upon the approval of the Board committees or representatives thereof, may convene meetings with committees from other neighborhood associations to discuss and establish joint programs.

Article IX Financial Matters

Section 1. Fiscal Year

The fiscal year shall be from January 1 to December 31. the membership year shall run from the third Monday in October to the third Monday of the following October.

Section 2. Records

The Board of Directors of the Association shall cause to be kept at its registered office originals or copies of the following:

- a. Minutes of all proceedings of the Board of Directors, general membership meetings, annual meetings, and committee meetings and
- b. All records and books of account and all financial Statements and audit reports of the Association
- c. By laws and all amendments made thereto

The above records will be made available to the public upon request.

Article X Complaints

Any complaint against CNA shall be made in writing, shall include the address and signature of the complainant and shall be submitted to the Officers of the Board of Directors. The Board must consider the complaint and must decide whether action should be taken, and if so what action, within sixty (60) days of receiving the complaint.

The Board must mail a written response to the complainant explaining actions to be taken, if any, regarding the complaint and why, within thirty (30) days of it's meeting to consider the complaint. The Board will have available a copy of the complaint and the Board's response to it available at the next general membership meeting.

Article XI Amendments

Amendments to these by-laws may be adopted by a meeting of the general membership at any meeting for which at least ten (10) days prior notice has been given by the Board of Directors and with a two-thirds (2/3) majority of the Board members present at said meeting. The meeting shall include the proposed content of the by-laws changes. A two-thirds (2/3) majority of the members present and voting are needed for it to pass. The amended by-laws shall be made available upon request.

Article XII Liabilities

No officer or member of CNA shall in any way be personally liable or responsible for any debt, consequence or obligation imposed or incurred by or on behalf of the CNA.

Article XIII Conflict of Interest

Section 1. Definition

No Board Member, Committee Member or Employee shall voluntarily have a personal financial interest in, or benefit personally from, any matter or contract considered or approved by the Board. A conflict of interest exists when a director/committee member/employee or a family member or household member of a director/committee member/employee, is an officer, board member or employee of an organization, group or business which may receive financial benefit from action being considered by the Board of Directors or a Committee on which that director/committee member/employee serves.

Section 2. Disclosure.

Board members, Committee Members and Employees shall disclose for the record any conflict of interest, as defined in Section 1. Written disclosure will occur prior to the next board meeting after the annual meeting or following appointment to the board. Members having such a conflict shall not participate in committee or board discussion of the matter, nor shall they vote on the matter in question. Their presence at a meeting shall not count toward the quorum requirement for the matter in question and the secretary will record them as “not voting” on the matter in question. In the matters relating to NRP funds, members shall be bound by the Conflict of Interest Policy adopted by the NRP Policy Board on 9/24/01.

Section 3. Definition of family member.

Family member includes spouse or domestic partner, parents and children. A member’s family members include his or her spouse or domestic partner, if any, and *their combined*:

- Parents and grandparents (including step-parents and -grandparents)
- Children and grandchildren (including step-children and -grandchildren), and
- Brothers and sisters (including step-brothers and -sisters)

Section 4. Removal

Failure to disclose a conflict of interest as defined in Sections 1 and 2 may provide cause for the Board of Directors to seek removal of a director.

Section 5. Household or property restrictions on director positions

No household, property owner or business may have more than one person serving in a Director’s position.