

# EASTMORLAND COMMUNITY ASSOCIATION BY-LAWS

*(Proposed for adoption June 1, 2019)*

## **I. Name**

The name of this association is the Eastmorland Community Association

## **II. Purpose**

Eastmorland Community Association serves those who live, work and visit the neighborhood. Specifically, the association will:

1. Listen to, understand, and, when appropriate, take action on neighborhood concerns and issues.
2. Improve our neighborhood and promote community quality and safety.
3. Promote ~~citizen~~ *resident* participation by communicating with residents and businesses about events and plans that may affect the neighborhood.
4. Promote social interaction among neighbors.

## **III. Boundaries**

The Eastmorland neighborhood is currently the area bounded to the North by Highway 30, to the East by Highway 51, to the South by Cottage Grove Road, and to the West starting at the corner of Cottage Gove Road and Atwood Avenue to the shoreline of Lake Monona up to Starkweather Creek (East Branch) connecting to Highway 30. These boundaries may be changed in one of two ways: at the initiative of the directors, residents of other areas may be invited to join the neighborhood; or residents of other areas may petition the directors to join the neighborhood. Any boundary change must be presented at an Eastmorland Community Association meeting at least one month before it will be voted on. Written notice must be given before the vote. 2/3 vote is required for a change of boundaries.

## **IV. Memberships**

### **4.01 Residents**

Each adult resident of Eastmorland, 18 years of age or older, is considered a voting member of the Eastmorland Community Association.

### **4.02 Non-Resident Owners and Businesses**

Non-resident owners of real estate and one appointed representative per business within the Eastmorland boundaries may participate as non-voting members.

### **4.03 Elected Representatives**

Non-resident city, county and state elected representatives are ex officio, non-voting members of the Association.

### **4.04 Non-Discrimination Clause**

No person shall be denied membership in the organization because of consideration of race, religious belief, color, gender, age, sexual preference, national origin, economic status or disability.

### **4.05 Annual Contribution**

Adult resident households who pay a minimum annual contribution, the amount of which is set by the board of directors at the annual meeting, are considered paid members. Paid members support activities of the Eastmorland Community Association. Annual contributions are collected at the annual meeting each year. It will be announced when paid membership is required to participate in a neighborhood event of activity.

## **V. Meetings**

### **5.01 Association meetings**

Meetings will take place monthly except for December. These meetings of voting members will occur at a place and time agreed upon by the directors. The agenda will include specific information on how members unable to attend the meeting may submit their opinion to the association. Official notice of meetings including the agenda will be posted on the neighborhood website three days before each meeting. The notice shall also be publicized through known online forums.

### **5.02 Annual Meeting**

An annual general membership meeting will take place in May in order to elect directors and discuss issues of concerns to the neighborhood. This meeting will occur at a place and time agreed upon by the directors. The agenda will include specific information on how members unable to attend the meeting may submit their opinion to the association. Official notice of meetings including the agenda will be posted on the neighborhood website three days before each meeting. The notice shall also be publicized through known online forums.

### **5.03 Special Meetings**

Special meetings may be requested by any member or group of members (including directors) and held after approval by the directors. The agenda will include specific information on how members unable to attend the meeting may submit their opinion to the association. Official notice of meetings including the agenda will be posted on the neighborhood website three days before each meeting. The Board may direct the Communications Committee to publicize the meeting through known online forums. The three-day deadline for posting the agenda may be shortened by the Board if action or inaction must be taken before a defined deadline in order for the Eastmorland Neighborhood Association to have appropriate input on an issue.

### **5.04 Electronic Votes**

The Board of Directors may approve the request for a special meeting and approve a shortened special meeting notice period by taking action through electronic mail. The Secretary shall send out the request to all Board members and record the votes. The action of the Board should be recorded into the minutes of the next association meeting. No other decisions may be made electronically. Actions require a simple majority of those voting by the deadline. The number of votes cast must equal one-third of the currently serving board members.

### **5.05 Quorum**

One-third of the currently serving Board members will constitute a quorum for all meetings of the association including the Board of Directors.

### **5.06 Decision Making**

All actions require a simple majority of voting members present at any meeting. Proxy voting is not allowed. A 2/3 majority vote are required for passing or amending the bylaws, amendment of the neighborhood boundaries, and removal of a director. Any association member wishing to vote must sign in with both their name and address at the meeting. This sign in will be used if a roll call vote is requested.

### **5.07 Meeting Agendas**

Meeting agendas will be determined by the board of directors. All members will have the opportunity to add items to the agenda except for agendas for Special Meetings.

## **VI. Board of Directors**

### **6.01 Board Membership**

The board of directors is responsible for the functioning of Eastmorland Community Association, including all administrative and corporate duties. The board of directors consists of a minimum of four and a maximum of 9 people.

Directors must be association members who live in the neighborhood. A business owner who does not live in the neighborhood may not be a director. Directors are elected or appointed for two-year staggered terms. There is no limit to the number of consecutive terms a director may serve. A list of directors will be maintained by the secretary and made available to all members.

## **6.02 Nomination and Election of Directors**

Election for directors will take place at the annual meeting. Nominations will be solicited prior to the annual meeting through the website and other online flora. Nominations will be collected by the Secretary. Candidates may be self-nominated or nominated by another voting member.

## **6.03 Duties of Directors**

Members of the Board of Directors are expected to:

- 1) Attend association meetings
- 2) Serve on one of the standing committees
- 3) Keep informed of the association's activities and operations

## **6.04 Removal of Directors**

Three consecutive absences from monthly meetings or committee meetings without notification shall be deemed a resignation. Five voting members of the association may request the removal of a director be considered at the next association meeting. Notice must be received prior to posting the agenda. Otherwise, the item will be considered at the next association meeting. Removal of a director by members requires a 2/3 vote.

## **6.05 Mid-Term Replacement of Directors**

Between annual meetings, the board may appoint a director by a majority vote of the board of directors to a vacant seat due to a resignation or removal.

# **VII. Officers**

## **7.01 Election of Officers**

Officers are elected from among the directors for a one-year term by simple majority of those present. Officer elections will take place among the directors after the annual meeting. It is required that there be a president, vice-president, secretary, and treasurer.

## **7.02 Duties of Officers**

The President approves the agenda for association meetings, serve as the spokesperson and primary point of contact for the association, and write a president's report for the association newsletter. The President or designee presides over the meetings.

The Vice President assumes the duties of the president in their absence and other duties as delegated.

The Treasurer keeps the financial books and records of the association and deliver financial reports as requested,

The Secretary drafts the agenda for association meetings and maintain a history of minutes and association communications. Draft the agenda. The Secretary or designee records the minutes of the meetings.

## **7.03 Removal of Officers**

Three consecutive absences from monthly meetings or committee meetings without notification shall be deemed a resignation. Additionally, members of the board of directors shall have the power to remove any officer from his or her position provided that notice is given to all directors in advance. Removal of an officer will take place by a 2/3 majority vote of those present. The directors will provide written notification to the removed director. The officer removed thereby shall not be required to vacate their seat on the Board as a result of this action.

## **7.04 Mid-term Replacement of Officers**

The board may elect a new officer by a majority vote of the board of directors to a vacant seat due to a resignation or removal.

# **VIII. Committees**

## **8.01 Standing Committees**

### **Communications**

The Communications Committee shall coordinate neighborhood communications. These include the newsletter, the official website of the association, and various online flora. This committee will need to coordinate with the association's president and secretary.

#### Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. The Executive Committee shall determine agenda priorities for the association and ensure adherence to the bylaws.

#### Fundraising

The Fundraising Committee will raise funds for neighborhood needs. These may include money for playground equipment in parks, neighborhood signs, treatment of trees for diseases. This committee will need to coordinate with the association's treasurer.

#### Government Relations

The Government Relations Committee will work closely with elected representatives and local governments regarding matters affecting property within Eastmorland or adjoining Eastmorland.

#### Membership

The Membership Committee will manage the annual membership drive.

#### Preservation and Development

The Preservation and Development Committee will serve as the point of contact between the association and entities proposing new development or redevelopment of property within the association. They will recommend policy positions to the association.

#### Social and Recreation

The Social and Recreation Committee will plan association events. These may include garage sale day, leaf raking, santa visits, and park clean ups.

### **8.02 Ad Hoc Committees**

Committees may be established by the association on an as-needed basis.

### **8.03 Committee Chairs and Meetings**

Standing and Ad Hoc Committees may select their own chair(s). Committee meetings will take place as needed. A list of current committees and committee heads will be kept by the directors and made available to all members. All committee report back to the association.

## **IX. Finances**

All checks issued in the name of the Eastmorland Community Association shall be signed by the president, treasurer or an agent of the association duly appointed for that purpose.

## **X. Political Endorsements**

The association shall not participate or intervene on behalf of, or in opposition to, any candidate for elected public office. The association shall not officially support or endorse any political party or individual candidate running for elected offices at the local, state or national level.

## **XI. Conflict of Interest**

### **11.01 Definition**

A conflict of interest shall exist when an action under consideration by the association has the potential to benefit the private financial interests of a member of the association.

### **11.02 Duty to Disclose**

An association member who perceives an actual or potential conflict of interest for any association member must immediately identify the conflict and disclose all relevant facts to the Board of Directors.

### **11.03 Recusal**

Any association member shall recuse themselves at any time from involvement in any decision or discussion in which they believe there to be a conflict of interest.

## **XII. Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## **XIII. Amendment of Bylaws**

Proposed changes to the by-laws must be presented in writing at an Eastmorland Community Association meeting for a first reading at least one month before they will be voted on. Written notice regarding the bylaws vote must be provided in an association meeting agenda. Amendments to the bylaws require a 2/3 vote. Amendments to the bylaws duly adopted by the membership shall become effective immediately.

## **XIV. Dissolution**

The board of directors may vote to dissolve this association and, after paying or providing for the payment of all the association's liabilities, transfer its assets to any successor association that is a not-profit association and whose purposes are consistent with Eastmorland Community Association's purposes.

## **XV. Fiscal Year**

*The fiscal year for Eastmorland Community Association shall be January 1 – December 31 of each year.*