

# Bylaws of the West End Neighborhood Association

## **Article 1: MISSION -- Why we exist.**

To better our neighborhood through citizen action.

## **Article 2: VISION -- What is success for us?**

We seek to foster an active neighborhood association that engages members, identifies neighborhood needs, takes positions on matters of civic interest, and seeks funding for neighborhood projects and events.

## **Article 3: VALUES -- What we stand for.**

1. Inclusion: Operate openly and democratically to encourage participation.
2. Engagement: Educate and inform members about issues affecting the neighborhood.
3. Diversity: Seek and respect perspectives of all members regardless of age, culture, disability, ethnicity, gender identity, income, national origin, political affiliation, race, religion or sexual orientation.
4. Community: Improve walkability, bike routes, public spaces and sense of belonging.
5. Cooperation: Join members through shared causes and experiences.
6. Sustainability: Support environmentally friendly projects and practices.
7. Historic preservation: Help to preserve and enhance our neighborhood's livability and historic charm.

## **Article 4: BOUNDARIES**

The geographic boundary of West End NA for purposes of determining membership shall include the sections of the West End of Boise depicted on the attached map (Attachment A).

## **Article 5: MEMBERSHIP**

1. West End NA membership shall be open to any person 18 years or older who resides, or owns property or a business or represents a non-profit organization, located within the geographical boundaries as stated in Article 2. "Reside" shall mean that person maintains their primary residence within the geographic boundaries as stated in Article 2. Membership shall be limited to one representative per organization or business. If a property owned by a non-resident is used for commercial purposes, that business shall be limited to one membership.
2. For membership status, eligible persons will be required to provide their names and addresses and, if membership is to be obtained by virtue of business or property ownership, their business name and address, or the location of their property, to West End NA's Secretary.
3. Only West End NA members are eligible to vote at the annual membership meeting.
4. Membership may be terminated by resignation and shall terminate at once for anyone who ceases to reside, own property or conduct business within the boundaries of the Association.
5. Members shall elect the Board of Directors at the annual meeting. Any member can be nominated by any other member or by themselves.
6. Each member shall have one vote. There shall be one class of member. There shall be no voting by proxy available to members.

#### **Article 6: BOARD OF DIRECTORS**

1. Composition: The Board of Directors shall have a membership of eleven members elected at the annual meeting.
2. Terms of officers: Board members shall serve two-year terms. Six Board members shall be elected in even-numbered years, five Board members in odd-numbered years.
3. The duties of the Board shall include all items and issues that the general membership or the Board deem relevant to the best interests of the West End NA.
4. Actions taken by the Board should represent the majority sentiment of the general membership of the West End NA. The Board shall seek input, including dissenting views, from the general membership for projects or items deemed of significance, such as development proposals that substantially affect the neighborhood.
5. Decisions and actions of the Board shall be subject to review at the next public meeting or at special meetings called for that purpose.
6. Board members shall be allowed to vote by proxy by notifying the President, in writing, before the start of the meeting, specifying they wish to appoint another Board member to represent them and to vote on their behalf at the meeting.

7. Members of the Board shall be removed in the event they are absent without cause for more than three consecutive meetings.
8. Removal of a member of the Board of Directors can occur at a regular or special meeting called, and properly noticed, for that purpose. A two-thirds affirmative vote of the Board membership is required for the removal of a member of the Board of Directors.

## **Article 7: OFFICERS**

1. The Board of Directors shall elect the following officers at the first Board meeting after the annual meeting: President, Vice President, Secretary and Treasurer. The Secretary and Treasurer may be one person.
2. Duties of the President:
  - Serve as the executive officer and oversee the carrying out of programs.
  - Preside over all meetings of the Board of Directors.
  - Prepare and post meeting agendas as required by these bylaws.
  - Sign or endorse checks, drafts and notes in conjunction with the Treasurer.
  - Act as an ex-officio member of all committees.
  - Present an annual report to the members at the annual meeting or designate a representative to present the report.
  - Reply to West End NA correspondence when appropriate.
  - Sign all contracts and other instruments authorized by the Board.
  - Appoint Board members or general members to special positions, such as Webmaster, Archivist, Grant Coordinator or other positions, with approval of the Board of Directors.
  - Act as the primary representative of West End NA at public or local government meetings or assign that function to other Board members.
  - Act as a spokesperson for West End NA or assign that function to another Board member as the President deems appropriate.
3. Duties of the Vice President:
  - Assist the President upon the President's request. Perform the duties of the President or other officer in their absence, inability or refusal to act.
  - Cause to be filed an annual report with the Secretary of State pursuant to Chapter 3, section 30-3-136, of the Idaho Non-Profit Corporation Act.
4. Duties of the Secretary:
  - Keep minutes of all annual meetings and all meetings of the Board of Directors.
  - Publicly post meeting minutes within seven days of each meeting.
  - Ensure that all notices are provided according to the provisions outlined in these Bylaws.
  - Maintain West End NA records.
  - Maintain West End NA membership and contact information lists.
5. Duties of the Treasurer:
  - Act as custodian of all West End NA funds.
  - Open and deposit funds in an account in West End NA's name. (Two signatures are required for checks from the association's account.)
  - Present a financial statement at the annual meeting.

- Provide a quarterly report of revenue and expenditures to other officers.
6. Removal of an Officer may occur at a regular or special Board of Directors meeting called, if properly noticed, for that purpose. A two-thirds affirmative vote of the Board of Directors is required. Removed Officers may retain their Board positions.
  7. Vacancies: A vacancy in any office because of resignation, removal, or otherwise, may be filled by appointment by the Board of Directors for the remainder of the term. A quorum of the Board is required for approval of the appointment of a new member of the Board of Directors. In the event there shall be a vacancy on the Board, a quorum shall constitute more than half of the remaining Board members.
  8. No member of West End NA or the Board of Directors may represent to any public agency, the media, or other person or entity that they represent West End NA's views or desires unless their statements have been authorized by majority vote of Board members. For any recommendation made by West End NA to the City or other agency, a summary of dissenting views shall be provided.

## **Article 8: MEETINGS**

1. Annual Membership Meetings: West End NA must hold at least one general membership meeting each year. Annual membership meetings shall be held the Monday before Memorial Day for the purpose of electing the West End NA Board of Directors for the following years, to receive reports of Officers and committees, and to allow the Board of Directors to receive input from the general membership.
2. Board of Directors Meetings:
  - In addition to the annual membership meeting, the Board of Directors shall meet monthly at a location accessible to all members of the association. Meetings may be cancelled at the discretion of the Board of Directors. The purpose of Board meetings shall be to discuss matters of interest to the West End, as outlined on the meeting agenda.
  - At the Board's discretion, non-Board members may be allowed to provide input and otherwise participate in the meetings. Only Board members shall be allowed to vote at Board meetings.
  - The President or the President's delegate shall provide an agenda to all Board members electronically at least the day before the Board meeting. Any Board member who does not plan to attend a Board meeting shall notify the President before the meeting of their intention not to attend.
  - For any vote of the Board to be binding, there must be a quorum. A quorum for all Board of Director meetings shall be six people, assuming the existence of 11 sitting Board members. In the event there shall be a vacancy on the Board, a quorum shall constitute more than half of the existing Board members.
3. Special Meetings: Meetings of the general membership may be held at the request of the West End NA President, Board of Directors, or at the request of at least ten percent of West End NA membership.

4. Special meetings of the Board of Directors may be called at any time by the President, or in their absence, by the Vice President, or any Board member with a reason to do so.
5. The President may, when conditions warrant, allow email voting by the Board on particular issues. The President must seek input from the general membership via email or social media at least 24 hours before any email vote.
6. Notice of time, place, and agenda of general membership meetings shall be provided to all West End NA members at least seven days before the meeting by electronic mail, web posts, social media listings, or U.S. mail. Board meeting dates and times shall be announced at the annual meeting. Notice of special Board meetings shall be made to the Board of Directors by email and the general membership by email or social media at least the day before.
7. Any West End NA member may add an item to the agenda of any meeting by submitting the item, in writing, to the President at least forty-eight hours before the meeting.

#### **Article 9: COMMITTEES**

The Board of Directors may, at its discretion, designate committees for the purpose of addressing particular tasks, events or issues. Members of a committee shall work together to further the purposes of the committee, and may be comprised of any West End NA member who desires to participate. Committees shall be responsible to the Board of Directors.

#### **Article 10: OPEN MEETINGS**

1. All West End NA meetings are open to the public unless the Board of Directors votes to withdraw into executive session for the sole purpose of discussing and voting on the removal of Board members or to discuss matters of litigation. All decision-making discussions and votes made in executive sessions are confidential. Ultimate decisions will be made public. All Board member removals are confidential and shall not be discussed outside the Board.
2. Members may request that the Board of Directors make reasonable accommodations for access to Board or general meetings. The Board shall determine at its discretion whether or not accommodation is reasonable and feasible.

#### **Article 11: CONFLICT OF INTEREST**

1. A conflict of interest exists when a member of the Board of Directors, acting in their official capacity, votes or takes affirmative action that, if successful, will or reasonably could provide that Board member with a personal or business advantage and this possible advantage is known, or should be known, to the member when casting such vote or taking such action.
2. If Board members might have a direct or indirect conflict of interest, they must disclose all relevant facts to the Board.

3. A Board member with a potential direct or indirect conflict of interest must abstain from voting regarding the issue unless otherwise approved by the Board.
4. Failure to disclose all potential conflicts, direct or indirect, or abstain from voting is grounds for removal from the Board of Directors.

#### **Article 12: NON-DISCRIMINATION**

West End NA will not discriminate against individuals or groups on the basis of age, culture, disability, ethnicity, gender identity, income, national origin, political affiliation, race, religion or sexual orientation in any of its policies, recommendations or actions.

#### **Article 13: AMENDMENTS TO BYLAWS**

1. These bylaws may be amended upon the affirmative vote of two-thirds of the members present at any meeting of the general membership, provided the proposed amendment has first been presented and approved at a meeting of the Board of Directors.
2. Amendments go into effect immediately following their adoption. Modifications to the Articles of Incorporation must be filed with the office of the Idaho Secretary of State and the City of Boise.

#### **Article 14: ADOPTION OF ARTICLES OF ASSOCIATION AND BYLAWS**

The undersigned, being a majority of the members present at the meeting of the Association held on Feb. 5, 2018, do hereby certify that the within and foregoing Articles of Association and Bylaws constitute the Articles and Bylaws of the West End Neighborhood Association:

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**Attachment A: WEST END NA BOUNDARIES**