

# Boulevard Neighborhood Association Bylaws

## **ARTICLE I: NAME**

The name of the Association shall be the “Boulevard Neighborhood Association,” hereinafter referred to as the Association.

## **ARTICLE II: BOUNDARIES**

The boundaries of the Association shall be the CSX railroad tracks and the southern side of Cleveland Avenue on the north, the northern side of Prince Avenue on the south, both sides of Pulaski Street and Standard Oil Street on the east, and the eastern side of Pound Street on the west.

## **ARTICLE III: PURPOSE AND GOALS**

The purpose and goals of the Association shall be:

- (a)** to preserve and enhance the character of the area defined in Article II as a desirable in-town neighborhood;
- (b)** to maintain the integrity, aesthetics, and predominantly residential character of the area and its historic structures;
- (c)** to protect the environment and natural features of the area;
- (d)** to encourage persons to buy, restore, and improve homes in the area;
- (e)** to prevent intrusions which are destructive to the character of the area; and,
- (f)** to promote neighborliness.

## **ARTICLE IV: MEMBERSHIP**



**Section 1: Eligibility.** All residents, property owners, individuals who hold a business license, individuals who head a non-profit organization located within the Association's boundaries as defined by these bylaws, and are at least 18 years old are eligible to become a member of the Association.

**Section 2: Membership dues.** Any person eligible to become a member who pays the annual dues as established by the Steering Committee is entitled to vote for election of Steering Committee members, vote on bylaw amendments and—as defined in these bylaws—receive notification of certain Steering Committee meetings and proposals. No person can hold multiple memberships. Membership dues are not refundable or transferable. Membership dues cannot be pro-rated.

**Section 3: Membership term.** Membership is for one year beginning on January 1 and ending on December 31. Persons eligible to become members may pay dues and become members at any time.

**Section 4: Longstanding neighborhood residents.** Persons who have resided within the Association's boundaries for 25 years or more may, upon verification and approval of the Steering Committee, be exempted from the requirement to pay dues and designated Life Members of the Association.

**Section 5: Resignation.** Any member may resign their membership by notifying the Steering Committee in writing of this desire.

**Section 6: Revocation.** Any member may be suspended or expelled by a majority vote of the Association's membership or a majority vote of the Steering Committee. Any member who has been suspended or expelled may not become a member again, unless the Steering Committee votes to accept the membership application.

## **ARTICLE V: STEERING COMMITTEE**

**Section 1: Composition and number of members.** The Association shall be governed by a Steering Committee, also known as the Board of Directors. The Steering Committee shall be composed of the Chair, the Vice-Chair, the Treasurer, the Secretary-Archivist, the chairs of the Association's standing committees, and up to six additional members of the Association to serve as "at-large" members of the Steering Committee.

**Section 2: Permissible actions.** Subject to qualifications specified in these bylaws and any federal, state or local laws governing the conduct of charitable organizations, the Association, with the Steering Committee's approval, is authorized to:



(a) establish such accounts with banks, trust companies or other financial institutions, as it deems appropriate;

(b) publicly communicate positions on certain public issues on behalf of the Association; and

(c) undertake any other actions consistent with the purposes and goals of the Association.

**Section 3: Eligibility for service.** Only members of the Association shall be eligible to serve on the Steering Committee.

**Section 4: Term of office.** Steering Committee members, including officers, shall be elected for a term of one year by the membership at the annual business meeting with terms beginning in January and following the calendar year. Steering Committee members may be re-elected for successive terms.

**Section 5: Resignation.** Any Steering Committee member may resign their seat on the Steering Committee by notifying the Steering Committee in writing of this desire.

**Section 6: Removal.** Steering Committee members may be removed from their seats on the Steering Committee for failure to attend or participate in successive meetings or votes and for other reasons by a majority vote of the Steering Committee.

**Section 7: Vacancies.** In the event of absence or disability of a member of the Steering Committee, the Chairperson shall have the right to nominate a successor subject to confirmation by a majority vote of the Steering Committee.

**Section 8: Disclosure of conflicts of interest.** Steering Committee members shall disclose to the Steering Committee any interest they have in any decisions or transactions of the Steering Committee that may result in a financial benefit or gain to them or their business, family, friends, or other organizations with which they are affiliated.

## **ARTICLE VI: OFFICERS**

**Section 1: Titles.** The Officers of this Association are: the Chair, the Vice Chair, the Treasurer and the Secretary-Archivist. The Officers are Steering Committee members, and therefore subject to the provisions of Article V.



**Section 2: Duties of the Chair.** The Chair shall call and preside at Association meetings and meetings of the Steering Committee, shall preserve order and regulate debate, shall supervise the affairs of the Association and shall attend to its executive matters.

**Section 3: Duties of the Vice Chair.** The Vice-Chair shall preside over meetings when the Chair is absent and shall assist the Chair as needed. The Vice-Chair shall succeed the Chair in the event that position is vacated. Prior to the annual business meeting, the Vice-Chair shall appoint a nominating committee to recommend a slate of officers and other Steering Committee members for the upcoming year.

**Section. 4: Duties of the Treasurer.** The Treasurer shall have general charge of the funds of the Association and shall make reports of all receipts and disbursements. The Treasurer, under the direction of the Steering Committee, shall pay all properly certified bills and shall file any required tax disclosures and forms in a timely manner. In the event of the temporary absence or disability of the Treasurer, those duties shall be performed by a person designated by the Chair.

**Section 5: Duties of the Secretary-Archivist.** The Secretary-Archivist shall keep the minutes of the meetings of the Steering Committee and the general membership and shall notify the members of the time and place of all such meetings. The Secretary-Archivist shall be responsible for receiving, filing, and retaining all Association records, including relevant newspaper clippings and other materials pertaining to the work of the Association. In the event of the temporary absence or inability of the Secretary-Archivist, those duties shall be performed by a person designated by the Chair.

**Section 6: Agreements.** Written agreements or contracts approved by the Steering Committee between the Association and other parties shall be signed by the Chair and at least one other Officer.

## **ARTICLE VII: STANDING COMMITTEES**

**Section 1: Titles.** The Standing Committees of the Association are: Membership/Finance, Programs, Communications, Neighborhood Watch, Preservation/Environmental Quality, Neighborhood Park.

**Section 2: Standing Committee chairs, membership.** Each Standing Committee is chaired by an elected Steering Committee member. Association members may serve on more than one Standing Committee. Standing Committee chairs may serve as members of more than one Standing Committee. Standing



Committees may also include members of the Association who are not members of the Steering Committee.

**Section 3: Responsibilities of Standing Committee chairs.** While these bylaws define the general area of concern for each Standing Committee, each Standing Committee chair is responsible for proposing a set of specific activities for their committee to undertake during the calendar year. Standing Committee chairs are encouraged to recruit at least two other Association members to serve on their committee. Standing Committees shall make any recommendations to the Steering Committee by consensus, and may meet at their own discretion.

**Section 4: Other *ad hoc* committees.** The Steering Committee may establish other *ad hoc* committees (that are not Standing Committees) and appoint chairs to them as it sees fit, but these *ad hoc* committee chairs shall not be considered part of the Steering Committee, and they may be chaired by members of the Association who are not on the Steering Committee.

**Section 5: General areas of concern for each Standing Committee defined.**

- (a) Membership/Finance.** This committee is responsible for recruiting new members, maintaining membership records and overseeing the Association's fiscal matters. The Treasurer shall serve as vice-chair of this committee.
- (b) Programs.** This committee is responsible for organizing social gatherings and other neighborhood events.
- (c) Communications.** This committee is responsible for communicating information deemed necessary by the Steering Committee about the Association's meetings and actions as well as matters of interest to the neighborhood to members. Such communication may include printed and electronic newsletters, emails and other social media.
- (d) Neighborhood Watch.** This committee is responsible for identifying ways that the Steering Committee and members may help prevent crime and improve neighborhood safety.
- (e) Preservation/Environmental Quality.** This committee is responsible for identifying ways that the Steering Committee and members may help preserve historic structures, encourage new development that is compatible with the neighborhood and maintain a clean, healthy environment.



**(f) Neighborhood Park.** This committee is responsible for ensuring that any agreements related to Boulevard Woods Park between the Association, local government and other organizations are complied with and for identifying ways that the Steering Committee and members may help maintain and improve the park.

## **ARTICLE VIII: MEMBERSHIP MEETINGS**

**Section 1: Required meetings.** There shall be at least two meetings of the membership of the Association each year, at a time and place determined by the Steering Committee. One of these meetings shall be the annual business meeting for the election of the Steering Committee, reports from officers and standing committee chairpersons, and recognition of special members and friends. The second of these meetings shall offer opportunities for the membership to meet neighbors and learn about Association projects or other public issues.

**Section 2: Special gatherings.** Special gatherings for celebrations or other purposes of the membership also may be called by the Steering Committee.

**Section 3: Notice.** The Steering Committee must provide notice of membership meetings to members no less than one week in advance. Notice must be made via email to all members, and may also include other electronic media.

## **ARTICLE IX: STEERING COMMITTEE MEETINGS**

**Section 1: Required meetings.** The Steering Committee shall convene in-person on a quarterly basis to conduct business, and this requirement may be met in part by meeting during a portion of each required membership meeting.

**Section 2: Input from general membership.** At least one week prior to each in-person Steering Committee meeting, the Steering Committee shall inform the general membership of a proposed agenda for the meeting and solicit from them suggestions for additional agenda items.

**Section 3: Calling meetings.** An in-person meeting of the Steering Committee may be called by the Chair whenever the Chair deems it appropriate. If a majority of Steering Committee members request such a meeting, the Chair must convene it.

**Section 4: Conducting online meetings.** The Steering Committee may at its discretion convene an online meeting to conduct business on an issue. Any Steering Committee member may request that the Steering Committee consider a proposal for action online, but the Steering Committee is not required to act. If a



quorum as defined in Article X, is achieved, then the Steering Committee may proceed to consider action.

**Section 5: Reporting proceedings.** Minutes of Steering Committee meetings—whether in-person or online—must be reported via email to members in a timely fashion.

## **ARTICLE X: DELIBERATION AND DECISION MAKING**

**Section 1: Quorum must be present.** Before the Steering Committee can take any action in the Association’s name, a quorum of Steering Committee members must be present. This applies to both in-person meetings and online meetings.

**Section 2: Quorum defined.** A quorum is achieved only if all of the following conditions are met:

- (a) At least two Officers are present, and this must include the Chair or Vice Chair;
- (b) If the Secretary-Archivist is not present, then one Steering Committee member who is present must volunteer to serve as secretary to record and report proceedings;
- (c) a majority of Steering Committee members are present.

**Section 3: Present defined.** For in-person meetings, “present” means physically present at the meeting or connected contemporaneously via phone or other media. For online meetings, which may extend over the course of days, “present” means those who vote on the issue of the online meeting.

**Section 4: Proxy voting allowed for in-person meetings.** For in-person meetings, Steering Committee members who are unable to attend the meeting may choose another Steering Committee member to serve as their proxy in voting, but proxies may not be counted in determining a quorum.

**Section 5: A set of rules of order may be adopted.** If the Steering Committee deems it necessary, it may adopt further rules of order that govern its deliberation and voting procedures provided they do not conflict with any rules or requirements in these bylaws. Such rules may, as the Steering Committee sees fit, be offered as a guide to best practices or as requirements.

**Section 6: Votes required to pass a motion.** Motions receiving a majority of votes are deemed adopted provided there is a quorum. There are two exceptions



to this rule: (1) motions to amend to the bylaws and, (2) motions proposing to communicate the Association's position on certain issues or matters of public interest.

**Section 7: Motions to amend bylaws.** Motions to amend the bylaws require approval by a two-thirds vote of the Steering Committee, and cannot be adopted without notifying the general membership of the proposed amendment and gaining a general membership approval as described in Article XIII.

**Section 8: Motions to take a position on certain public issues.** Motions to communicate the Association's position on pertinent local, state or federal matters or issues, require approval by a two-thirds vote of the Steering Committee and require membership notification as described in Article X, Section 9.

**Section 9. Membership notification on public positions.** Any motion to take a position on a public issue that has received the required two-thirds votes of the Steering Committee must be reported to the membership and their input and comments sought. This shall be done by emailing all members the text of the proposed public position and asking for any comments, and giving them at least five days to comment. After the comment period has expired, the Chair must ask the Steering Committee if it wishes to revise or rescind the proposed public position in light of comments from the membership. If there are any changes or a motion to rescind, a two-thirds majority of the Steering Committee vote is again required to adopt. If that is achieved—or if there was no motion to vote again—then the Steering Committee can make the position public.

## **ARTICLE XI: NOMINATIONS AND ELECTIONS**

**Section 1: Eligibility.** Any person who is a member of the Association is eligible to stand for election to the Steering Committee.

**Section 2: Nominating committee.** Prior to the annual business meeting, the Vice-Chair shall appoint a nominating committee to recommend a slate of officers and other Steering Committee members for the upcoming year. This slate shall be approved by a majority vote of the Steering Committee and then presented to the general membership for a vote at the annual business meeting.

**Section 3: Floor nominations.** Nominations for any position on the Steering Committee may be made from the floor by the general membership provided prior consent of the nominee has been expressed.

**Section 4: Method of voting.** The entire slate of nominated Steering Committee members may be approved the general membership with a voice vote,



provided no member objects. If there is an objection, then members shall vote by paper ballot for the entire slate. If there are contested seats, then the membership shall vote by paper ballot. Provided there is no objection, uncontested seats may be approved by voice vote or by paper ballot if there is.

**Section 5: Plurality vote.** The nominee for each Steering Committee position who receives a plurality of the votes cast shall be elected.

**Section 6: Membership quorum defined.** Provided the membership has been properly notified of the annual business meeting at which the election of a new Steering Committee will be held as defined in Article VIII, Section 3, a quorum shall be defined as the Association members present at the meeting.

## **ARTICLE XII: FISCAL YEAR**

The fiscal year for all business transactions shall be the calendar year.

## **ARTICLE XIII: AMENDMENT OF BYLAWS**

**Section 1: Membership approval.** A proposal to amend the bylaws that has received the required two-thirds vote by the Steering Committee must also gain approval of the general membership.

**Section 2: Vote required.** Provided there is a quorum present, as defined in Article XI, Section 6, at a membership meeting, these bylaws may be amended with a majority vote of the general membership.

**Section 3: Required notice.** Notice of any proposed bylaw amendments shall be emailed to members at least two weeks prior to any membership vote on same.

*Adoption: These bylaws were adopted by the membership on Month Day, Year, and they take the place of any previously adopted bylaws for the Boulevard Neighborhood Association.*

























