

REVISED: September 30, 2013

**BYLAWS OF THE
SHERIDAN HOLLOW NEIGHBORHOOD ASSOCIATION**

ARTICLE I – NAME AND AREA

Section 1. The name of the organization shall be “Sheridan Hollow Neighborhood Association” hereinafter referred to as “SHNA”.

Section 2. The association shall include all the area bounded on both sides of any given street as follows:

On the North, by the Southside of Clinton Avenue; on the East, by Chapel Street; on the south, by Sherman, Elk Street and Columbia Place and on the West, by Eastside of Lexington Avenue.

ARTICLE II – PURPOSE AND OBJECTIVE

Section 1. The general purpose of SHNA shall be:

- A. To improve the quality of life in our community.
- B. To promote friendship, solidarity, and cooperation in the neighborhood.
- C. To facilitate a channel of communication, advocacy and opportunity between the neighborhood, government agencies, civic groups, and other neighborhoods.
- D. To study, plan, promote, implement, and maintain projects which carry out neighborhood goals

Section 2. The SHNA shall pursue its stated purpose in a non-partisan manner by a general membership body and elected Board of Directors.

ARTICLE III – MEMBERSHIP

Section 1. Resident Member. Any individual living within the bounded neighborhood who is interested in carrying out the purposes of the Association shall be eligible for membership upon application and written consent to the SHNA Statement of Purpose.

Section 2. Associate Member. Any business, organization or stakeholder located within the boundaries of the association shall be eligible for membership upon application, and written consent to the SHNA Statement of Purpose.

Section 3. Any questions of membership eligibility shall be resolved by the Board of the SHNA.

ARTICLE IV – BOARD of DIRECTORS (Herein “the Board”)

Section 1. Control and management of the SHNA, including its property and funds, shall be vested in its Board of Directors.

Section 2. The Board of SHNA shall have up to 9 but not fewer than 5 Directors.

Section 3. Eligibility. Any member in good standing and with a commitment to the neighborhood shall be eligible for elections. Elected Officials are not eligible to hold an elected position within SHNA.

Section 4. A Nominating Committee, consisting of three (3) members shall be appointed by the board at least 30 days prior to the meeting date that elections will take place for the purpose of presenting a proposed slate of board members. Nothing herein contained shall preclude nominations from the floor when duly seconded. At least one of the nominees should be a member who has not served within the past 4 years.

Section 5. Election and Tenure. All Board Members shall be elected at the Annual Meeting of the SHNA by secret ballot. SHNA members would have been provided at least 30 days’ notice of the election date. Each board member shall be elected for a 2 year term and shall assume office at the conclusion of the meeting. The terms of board members shall be staggered so that some Directors’ terms are up each year.

Section 6. Vacancies. If a position of a board member shall become vacant during the year, such vacancy shall be filled by the following neighborhood meeting by a temporary volunteer until a new board member is nominated, voted on, and elected at subsequent meetings.

Section 7. Quorum. A quorum for board meetings shall consist of 50% plus 1 members of the Board of Directors

Section 8. Meetings: Board meetings can be called as needed via email, phone or mail with a 5 business day notice.

Section 9. Removal. Any Board member may be removed by a 2/3 (two-thirds) majority vote of remaining directors, causes may include excessive absences or non-participation in Association matters.

ARTICLE V – BOARD OFFICER POSTIONS

Section 1: Officers are elected by the Board. And shall be SHNA members in good standing.

Section 2: Duties of Officers:

- A. Board Chair: The Chairperson shall preside at meetings unless he or she is not present and delegates that role to another. The Chairperson, in consultation with others, shall prepare the proposed agendas for meetings and schedule them. The Board Chair is authorized to speak for

the Association with advisement from the Board of Directors, and can delegate that role to other members in specific situations with board approval.

- B. Recording Secretary. The Recording Secretary shall keep a proper record of all the meetings of the SHNA and shall keep all records of attendance at meetings.
- C. Communications Secretary. The Communications Secretary shall be responsible for the preparation and sending out of notices of meetings, stating the purpose of the said meetings and shall assist with the general correspondence of the SHNA. The Communications Secretary shall be responsible for maintaining the mailing list.
- D. Treasurer. The Treasurer shall have general responsibility for funds of the SHNA. The Treasurer shall pay all bills when properly verified and approved by the person(s) incurring the indebtedness and the Board and shall keep a proper set of books recording all transactions of the SHNA. The Treasurer shall also submit a written Financial Reports to the membership at the Annual Meeting.

ARTICLE VI – COMMITTEES

Section 1. The board of directors may request volunteers to be appointed to ad hoc or special committees of Association members to carry out the purposes of the Association. Appointment to committees shall be reviewed annually by the board of directors. Any committee member may be removed upon a majority vote of the board. A member of the board shall abstain from any vote concerning himself or herself.

Section 2. The board of directors shall appoint a nominating committee each year.

Section 3. The board of directors shall appoint a by-laws committee as needed.

Section 3. The chairperson of a committee or a member of each committee shall make reports to the board of directors at their meetings and to the membership at general meetings.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting. Shall take place during the 4th (fourth) quarter of the SHNA fiscal year. The time and place shall be designated by the Board of Directors and announced 30 days in advance. The meeting shall include the election of Board Members.

Section 2. Neighborhood meetings. Neighborhood meetings for the members and prospective members shall occur at least five (5) times a year. Notice of meetings can be made by mail, or by email. Meetings can be held in person and/or online.

The general membership shall meet at the call of Board or upon written or electronic request to the Communications Secretary by at least three neighborhood members. One week prior to the meeting, the Communications Secretary shall provide written and/or electronic notice to members. At least one board member should be at each meeting.

Section 3. Voting. All SHNA members are encouraged to attend meetings. Any member who has a report would be required to attend the meeting or at least submit such a report. Voting at the meeting will be restricted to members of the association.

ARTICLE VIII – DUES AND FISCAL YEAR

Section 1. Fiscal Year. The Fiscal Year of the SHNA shall begin on January 1 of each year, and shall end on December 31st of each year'

Section 2. Membership Dues. Membership dues shall be voluntary or by donation for resident member of the SHNA. Associate members of the SHNA will be encouraged to pay annual membership dues. The Board sets the suggested amount for dues. The voluntary payment of dues by a member does not afford them with more authority over another. Any paying or non-paying member of the SHNA may be eligible to vote.

ARTICLE IX – AMENDMENTS

Section 1. An amendment of these bylaws may be proposed at a board or membership meeting and referred to the By-laws Committee. The By-laws Committee shall notify the membership in writing of any proposed amendment at least two weeks prior to the next meeting. A 2/3 (two-thirds) vote of those resident members attending such meeting, eligible to vote, shall be required to amend the by-laws.

ARTICLE X – VOTING

Section 1. At any meeting in person or online, the Recording Secretary or, in his/her absence, members designated by the Board, shall calculate the number of members present prior to a vote.

ARTICLE XI – LIMITATIONS

Section 1. No part of the net earnings of the SHNA, if any, shall inure to the benefit of any individual.

ARTICLE XII – DISSOLUTION

Section 1. In the event of the dissolution of the SHNA, the residual assets will be turned over to an organization or charity whose goals are compatible with those of SHNA. None of the assets shall be distributed to the benefit of any individual.

Article XIII - INDEMNIFICATION

The Directors and Members of the Sheridan Hollow Neighborhood Association shall not be personally liable for the debts, liabilities or other obligations of the Association and shall be indemnified against liability to the fullest extent permitted by law.