

DRAFT: Schenk-Atwood-Starkweather-Yahara Neighborhood Association Bylaws

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Article I. Mission

The mission of the Schenk-Atwood-Starkweather-Yahara (SASY) Neighborhood Association, hereafter “the Association,” is to use an open, consensual process to:

- build trust and a spirit of community in the neighborhood;
- promote interest and participation in neighborhood planning;
- protect the diverse character of our neighborhood;
- identify neighborhood needs; and
- provide an organizational mechanism to help area residents address neighborhood needs.

Article II. General Membership

Section 1. Membership in the Association is open to all persons age 16 and older who reside within the membership boundaries. The membership boundaries are:

East Washington Avenue to the West branch of Starkweather Creek, to Milwaukee Street, to St. Paul Avenue to Powers Avenue to the Canadian Pacific railroad tracks, to Fair Oaks Avenue; from that intersection, due East to the East branch of Starkweather Creek, to Lake Monona, to the Yahara River.

Section 2. Membership in the Association is also open to for-profit businesses and non-profit organizations within the membership boundaries. Each business or organization may appoint one representative to the association. If such representative lives within the

membership boundaries, he or she is entitled to vote either as a resident, business, or non-profit representative but has only one vote on any given issue.

Section 3. Membership is on an annual basis. There are yearly dues, amount to be determined by the SASY Council.

Section 4. Any member in good standing of the Association is entitled to vote in general membership meetings and to serve on Association committees or on the Council.

Section 5. Membership in the Association shall be terminated if a person ceases to be a resident of the area designated in Section 1, fails to pay his or her dues, or no longer owns or represents a business within the membership boundaries.

Section 6. People who live outside of the Association's boundaries may become "supporting members" of the organization by paying dues. Supporting members may not vote at general membership meetings.

Article III. General Membership Meetings

Section 1. A minimum of two general membership meetings will be held during the year. This includes one annual fall meeting to elect Council representatives, and one spring meeting. Meetings are open to the general public.

Section 2. General membership meetings shall be advertised publicly a minimum of 30 days prior to the meeting date, including notice of the tentative agenda.

Section 3. Quorum for a general membership meeting is 21 members in good standing, current Council members included.

Section 4. Additional general membership meetings may be called at any time by a simple majority vote of the Council. These special meetings shall be conducted as defined in Sections 2 and 3 above.

Article IV. Neighborhood Association Council

Section 1. The Neighborhood Association Council conducts the business of the Association between general membership meetings.

Section 2. The Council consists of the following positions:

9 Area Representatives:

1. Circle Park
2. East Washington Corridor
3. Evergreen
4. Hawthorne Park

5. Olbrich
6. Schenk's Corners
7. Starkweather
8. Wirth Court Park
9. Yahara

10. At-Large Representative
11. At-Large Representative

12. Youth Representative

13. East Isthmus Neighborhoods Planning Council Representative

- 2 Special Representatives:
14. Atwood Community Center Representative
15. SASY Area Business Representative

Section 3. No individual may fill more than one Council position at a time.

Section 4. General duties of Council members are to individually or collectively:

Act as liaisons between their constituents and the Association.

Attend Council meetings and participate in Council decision-making.

Manage the business and property of the Association.

Establish general policy to recommend to the Association on various issues that concern the neighborhood and the Association.

Execute the policies and programs established by or for the benefit of the general membership and the neighborhood.

Report the state of the affairs of the Association to the members of the Association at the general membership meetings.

Appoint committees as necessary on matters that may not be addressed by a standing committee.

Assist the Association as necessary and appropriate.

Section 5. Code of Conduct and Conflicts of Interest

Section 5.1 Council members are responsible for discharging their duties in good faith and in the best interests of the neighborhood.

Section 5.2 Council members will avoid any conflicts of interest.

- (a) A conflict of interest shall exist if any action taken by the Council or the Association might result in a private gain to a Council member or to his or her family members or associates.
- (b) Council members shall have an affirmative obligation to disclose any possible conflict of interest in matters that come before the Council. This disclosure shall be made prior to any discussion of the issue and shall be included in the minutes of the meeting. A representative shall not vote on issues where a conflict of interest exists, and may be asked to refrain from participating in discussion and/or to leave a meeting, at the discretion of the Chair.
- (c) Council members shall not use their positions as representatives to obtain business or employment or to solicit gifts or other remuneration for themselves, family members or associates.

Section 6. Special requirements for certain representatives

Section 6.1. The areas of the Association are loosely defined regions whose centers are shown as dots on the map attached as Appendix A. One area representative shall represent each region.

Section 6.2. The responsibilities of the at-large representatives are to act as liaisons between the neighborhood at large and the Council. At-large representatives are expected to think in terms of the neighborhood as a whole rather than advocating for the interests of specific areas within it.

Section 6.3. The youth representative must be between the ages of 16 and 19, inclusive, when elected.

Section 6.4. The responsibilities of the planning council representative are as follows:

- (a) represent the neighborhood at the planning council meetings
- (b) serve on the liaison committee
- (c) give the Council a report of issues raised at the planning council and
- (d) obtain direction as to the input he or she should give to the planning council on behalf of the Association.

Section 7. Eligibility and Elections

Section 7.1 Council members must be members in good standing of the Association.

Section 7.2 With the exception of the Special Representatives, Council members

- (a) must reside within the Association's membership boundaries,
- (b) shall be elected by a majority vote of the general membership..

Section 7.3 Special Representatives will be chosen by the constituencies which they represent.

Section 8. Terms of the Council members are for two years, with staggered terms.

Section 9. Removal/Replacement of Council Members

Section 9.1 Council Members may be removed and/or replaced midterm by a 3/4 majority vote of the Association members present at the Fall general membership meeting. Notice of such a vote, including the specific Council Members to be recalled, must be given at least 60 days in advance to the Council, and must be publicized to the general membership at least 30 days in advance.

Section 9.2 A Council member may be removed by a 2/3 majority vote of the Council, if said member misses two consecutive regular meetings without notice to the chair. The Council member in question must be notified in writing a minimum of 45 days in advance of such a vote.

Section 9.3 In the event of the resignation or removal of a Council member between general membership meetings, the Council may appoint an interim representative from among the affected constituency to fill the position until the next general membership meeting.

Section 10. Substitutes

Each representative may have a substitute designated to attend meetings and vote in his or her absence. This substitute shall be selected by the same procedures used for selecting the representative, subject to the same terms and limitations as the representative, and shall function in all ways like the representative.

Article V. Council Officers

Section 1. As soon as practicable after the conclusion of the annual meeting the Council members shall select from among their number a Chair, a Vice Chair, a Secretary-Treasurer or a separate Secretary and Treasurer, to serve for a term of one year.

Section 2. Chair

Section 2.1. The Chair may serve a maximum of 3 consecutive terms as chair.

Section 2.2. The responsibilities of the Chair include:

Facilitate the Council meetings.

Vote to break ties only.

Serve as the primary contact person for the Association.

Section 3. Vice Chair

The responsibilities of the Vice-Chair include:
Assume the duties of Chair in event of absence.
Coordinate the committees.

Section 4. Secretary

The responsibilities of the Secretary include:
Record and distribute the minutes of all Council and general membership meetings and maintain the official correspondence of the Association.

Section 5. Treasurer

The responsibilities of the Treasurer include:
Maintain financial records and perform bookkeeping activities of the Association.
Provide an oral or written financial report to the Association and Council at all regular meetings.
Serve on the Finance Committee.

Section 6. Removal of Officers

The Council may remove an officer with a 3/4 vote of the quorum (as defined in Article VI, Section 2). A minimum of 14 days written notice to all Council members is required for such a vote. The person removed from office will remain a Council member.

Section 7. Vacancy

The Council may vote by simple majority to fill an officer position left vacant by removal or resignation.

Article VI. Council Meetings

Section 1. The Council shall meet monthly. Meetings shall be open to the general public.

Section 2. A quorum of at least one half of the currently filled positions on the Council is needed to transact business.

Section 3. The Council shall establish a procedure for decision-making and for conducting its meetings. This procedure may be amended from time to time by the Council according to the decision making process then in effect.

Section 4. The Chair shall give notice to all Council members of the agenda, as well as time and location of Council meetings, at least seven days prior to the meeting. Notice of the time and location of council meetings shall be posted publicly.

Section 5. The Chair may call special meetings and all Council members shall receive notice and an agenda two days prior to such a meeting. The Chair shall call a special meeting if petitioned by a majority of the Council members then in office.

Article VII. Committees

Section 1. Purpose of Committees

The Council may create standing and ad hoc committees as needed to assist in the work of the Association. The function of all Association committees is to provide advice and recommendations for policy and action to the Council as the representatives of the Association.

Section 2. Committee Definitions and Scope of Authority

The mission, scope of authority, and time frame of each committee shall be outlined clearly in the Council's Operating Procedures.

Section 3. Appointment of Committee Members and Chairs

Section 3.1. The Council shall appoint a chair for each committee it creates. The chair shall report to the Council on the committee's activities at each regularly scheduled Council meeting, either in person or in writing. The term of the chair appointment shall be specified at the time of appointment.

Section 3.2. The chairs of all committees must be members in good standing of the Association. Supporting members may serve on committees but may comprise no more than half of the members of any committee.

Article VIII. Public Statements

No individual or committee shall take public action nor shall any members represent themselves as speaking in the name of the Association unless authorized by the Council.

Article IX. Political Endorsements

Section 1. The Association shall not support or endorse political parties or candidates for public office.

Section 2. Individual Council and Association members may support or endorse political parties or candidates as they see fit. Such an endorsement shall not include the Association's name.

Article X. Finance

Section 1. The funds of the Association shall be deposited in such financial institution as the Council shall designate and shall be withdrawn only upon checks, drafts or order of the Association signed by the Treasurer and one other designated Officer.

Section 2. The Council shall ratify any expenditure greater than \$100.00.

Section 3. No Association or Council member or officer may receive compensation for services performed as a member or officer. However, the Association may hire members or officers for services not related to their roles as members or officers.

Article XI. Amendments to Bylaws

Section 1. A majority of the Council must vote to present the proposed bylaw amendment to the neighborhood.

Section 2. The Association membership must be notified of the proposed bylaw amendment a minimum of 30 days prior to the general meeting.

Section 3. A two-thirds majority vote of members, including Council members, present at the general membership meeting is necessary to approve the bylaw amendment.

Section 4. To change the list or number of area representatives forming the Council (as outlined in Article IV, Section 5, and Appendix A), the process outlined in Sections 1-3 above shall be used; however, only a simple majority vote at the general membership meeting is needed to approve the change.

Article XII. Dissolution

Section 1. If this Association, for any reason whatsoever, ceases to exist, any and all assets, after payment of all debts and obligations of the Association, shall be donated to the City of Madison, and shall be requested for use within the former Association area for recreational, educational or environmental purposes.

Article XIII. Operating Procedures

Additional organizational procedures and definitions shall be detailed in a separate document, the "Operating Procedures", and will contain procedures deemed necessary for the smooth functioning of the organization but not requiring legal specification. The Operating Procedures must meet the requirements of the bylaws; if the two documents conflict, the bylaws take precedence. The Operating Procedures shall be adopted by the Council.