

Red text (*example*) indicates a change or addition. Red strikethrough text (~~*example*~~) indicates a deletion when language has been either combined with or moved to another section.

Proposed updates and additions are summarized below by article.

- *Throughout the document:*
 - *Correct title, naming and grammatical inconsistencies and update numbering to correspond to new or combined sections*
 - *Update article and section titles for additional clarity*
 - *Add “Annual” to lists of meetings where appropriate (e.g., “...**Annual**, General, or Special meetings...”*
- *Article II*
 - *More clearly separate membership types and meeting types*
 - *Add definition for Events*
 - *Combine sections relating to meeting notices and agendas currently listed in both this article and Article IV into into one section in this article*
 - *Allow members additional time to submit items for meeting agendas by changing the deadline from 10 to 8 days prior to a meeting*
 - *Remove duplicate information regarding publishing director terms (language remains in Article IX)*
- *Article III*
 - *Combine two sections to more concisely define director duties*
 - *Clarify language related to removal of a director or officer by a vote of membership and add a provision for removal by remaining directors*
 - *Add language preventing directors from representing the association (in addition to the board, for which language already exists) without express permission*
 - *Add a requirement to ratify electronic votes at following in-person board meeting so a record can be kept of board actions*
 - *Remove duplicate language regarding board meetings and appointment of temporary directors (language remains in Article IV)*
- *Article IV*
 - *Remove duplicate language regarding meeting notices (language remains in Article II)*
 - *Add to and clarify language providing for appointment of interim officers and directors should the board, by removal or resignation, drop below the requisite number as designated by the bylaws*
- *Article X*
 - *Clarify language on encouraging general membership committee participation*

Bylaws of Lincoln Terrace Neighborhood Association, Inc.

ARTICLE I. PURPOSE

SECTION I. General Purpose

The purposes of Lincoln Terrace Neighborhood Association, Inc., herein referred to as the Association, are to preserve the Lincoln Terrace area as a beautiful residential neighborhood, to encourage residents to maintain their homes as a historical district, to preserve its history, and to promote a sense of neighborliness among the residents of the area.

SECTION II. Boundaries

The boundaries of this Association shall be defined as the following: beginning at the intersection of the west side of N Phillips Avenue and the midline between NE 13th Street and NE 14th Street, west to the east side of N Stiles, then north to the midline of NE 16th and NE 17th Streets, then east to the east side of Lincoln Boulevard, then north to the south side of NE 19th Street, then east to the west side of North Lindsay Avenue, then north to the midline of NE 21st and NE 22nd Streets, then east to the west side of North Phillips Avenue, then south to the midline between NE 19th and NE 20th streets, then east to the west side of Culbertson Drive, then southwest parallel to Culbertson Drive to the midline between NE 17th Street and East Drive, then west to the east side of N Lindsay Avenue, then south to the midline between NE 16th Street and Culbertson Drive, then east to the west side of N Phillips Avenue, then south to the point of beginning.

ARTICLE II. MEMBERS AND MEETINGS

SECTION I. Membership

Voting Membership. Any natural person over the age of 18 years whose primary residence is within the boundaries of the Association and who has paid current dues shall be recognized as a Voting Member and entitled to vote at any meeting of the Association. Herein, Voting Members of the Association shall be referred to as the Voting Membership or Voting Members.

Non-Voting Membership. Any natural person over the age of 18 years whose primary residence is not within the boundaries of the Association or any business entity, governmental or nongovernmental organization located either within or outside the boundaries of the Association that has paid current dues shall be recognized as a non-voting member of the Association.

General Membership. Voting Members and Non-Voting Members of the Association shall be referred to collectively as the General Membership.

SECTION II. Board of Directors

Members of the Board of Directors shall be referred to individually as Director or Directors or collectively as the Board.

SECTION III. Dues

Dues shall be due and payable January 1 of each year. The amount of annual dues may only be changed by a majority vote of the Voting Membership at the Annual Meeting.

SECTION IV. Meetings and Events

In addition to the Annual Meeting, there shall be no less than two (2) General Meetings and/or Events annually unless otherwise determined by the Board.

Annual Meeting. The Annual Meeting of the Association shall be held in December of each year at a time and place as shall be determined by the President with the consent of the Board.

General Meetings. General meetings shall be held as deemed necessary by the Board.

Special Meetings. Special meetings of the Association may be called by the President. Special Meetings will also be called by the President or Secretary upon receipt of a petition signed by twenty (20) voting members of the Association stating the purpose of the meeting.

Events. Gatherings and social occasions hosted by the Association at which no business is conducted shall constitute an event.

SECTION V. Meeting Notices and Agendas

A minimum of ten (10) days' notice of all meetings of the Association shall be given. Notice of meetings may be published electronically, in print, or both. An agenda of all meetings of the General Membership shall be published electronically, in print, or both no less than five (5) days prior to the meeting. If a Voting Member wishes to include an item on an agenda, it must be submitted to the President no less than eight (8) days prior to that meeting. The agenda for all meetings shall include provision for new business.

SECTION VI. Quorum

At Annual, General, or Special meetings, twenty (20) Voting Members, present in person or by proxy, shall constitute a quorum at all meetings of the Association.

ARTICLE III. DIRECTORS AND OFFICERS

SECTION I. Board of Directors

The business and affairs of the Association shall be conducted by its Board consisting of not fewer than nine (9) and not more than twenty-five (25) Voting Members of the Association. The Directors shall be elected by a simple majority of the Voting Members present at the Annual Meeting at which a quorum is present, and shall serve until their successors are elected and qualified or until removed from office under the provisions of this document.

SECTION II. Election of Directors and Officers

The election of Directors and Officers may take place by open or secret vote or in such other manner as designated by the Board. According to procedures in this document, the Nominating Committee shall present the slates of nominated Directors and Officers at the Annual Meeting. The nominated slate of Directors shall be voted upon first and shall be installed as Directors of the Association if such slate receives a simple majority of the votes cast by the Voting Membership at the Annual Meeting in which a quorum is present. The slate of Officers presented by the Nominating Committee shall then be voted upon in the same manner.

After the slates of Directors and Officers have been voted upon, all properly submitted "write-in" candidates for Director shall then be voted upon. To be elected a Director, "write-in" candidates must receive a simple majority of all votes cast by the Voting Membership at the Annual Meeting in which a quorum is present. In the event

that a minimum number of Directors and Officers are not elected according to these Bylaws, nominations for Directors and Officers may be taken from the floor of the Annual Meeting and shall be voted upon in the same manner as “write-in” candidates. All Directors shall serve a two(2)-year term, unless they resign **or are removed**. All Officers shall serve a one(1)-year term, unless they resign **or are removed**, and shall be elected every one (1) year. ~~In the event that the Directors and Officers of the Association are not elected at the Annual Meeting, such election may take place at any other meeting duly held by the Association.~~

SECTION III. Officers

The Officers of the Association shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Parliamentarian. The Voting Membership may elect such other Officers from time to time as the Voting Membership may deem appropriate.

SECTION IV. Board Meetings

The Board may hold their meetings at such time and place as they may from time to time determine. A majority (50%+1) of the Directors shall constitute a quorum. The Voting Membership shall be given notice of meetings of the Board **upon request**. ~~Special Meetings of the Board may be called by the President on not less than ten (10) days' notice to Directors.~~

SECTION V. Absences

In order to be excused, directors must notify the President when they intend to be absent from a meeting of the Board. An unexcused absence from two (2) consecutive meetings of the Board or a total of four (4) **excused or unexcused** absences from meetings of the Board in a **calendar** year may result in removal at the discretion of the **remaining Directors**. ~~In the event of a vacancy among the Officers or Directors, the Membership may elect a successor at a subsequent General Meeting.~~

SECTION VI. Duties

The Directors and Officers shall serve the Association in a fiduciary capacity and shall execute their duties in complete honesty, loyalty, and good faith. **Each Director shall either hold a position as an Officer or be a member of at least one active Committee (not including the Nominating Committee), regularly attend committee meetings, and perform committee work as needed.**

SECTION VII. Nominating Committee

The Board shall elect a Nominating Committee, consisting of five (5) Directors, who shall prepare a slate of nominees for the Directors and Officers of the Association. The names of the members of the Nominating Committee shall be made available to the General Membership. All prospective nominees must be part of the Voting Membership and have given their consent to be nominated. At any time prior to the Annual Meeting, any member may submit names to the Nominating Committee of persons willing to serve as officers or as directors. Ten (10) days' notice of the slate proposed by the Nominating Committee shall be given to the General Membership prior to the Annual Meeting or other duly held meeting. Individuals desiring to server as a Director of the Association may, if not selected for the slate of candidates by the nominating committee, seek the office of Director as a “write-in” candidate by submitting a written petition signed by two members of the Voting Membership to the Secretary of the Association three (3) days prior to the Annual Meeting or other duly held meeting. The voting procedure for electing Directors and Officers is set forth herein. No person may be nominated as an Officer or Director unless that person’s prior consent has been obtained, and unless the nominee is present, consent must be in writing.

SECTION VIII. Removal of Directors or Officers

Removal by the Membership. Any Director or Officer may be removed from office at any time by vote of a majority of the Voting Membership present at a General or Special Meeting of the Association at which a quorum is present. The Officer or Director shall be given an opportunity to rebut removal prior to a vote.

Removal by the Board. Any Director or Officer may be removed by action of the Board at a regular or special Board Meeting if the remaining Directors believe it is in the organization's best interest. The Officer or Director shall be given an opportunity to rebut removal prior to a vote.

SECTION IX. Compensation

The Directors and Officers shall not receive any compensation for their services.

~~SECTION XI. Duties~~

~~SECTION XI. Director List & Terms~~

~~The list of current Officers and Directors and the dates of their terms shall be maintained electronically on the public Association website. This list shall be maintained and updated annually by the Nominating Committee following the Annual Meeting. A member of the Nominating Committee shall be designated to update the list of current directors in the event of a Director vacating his/her position mid-year.~~

SECTION X. Association Representation

No Director or Officer shall speak, either in person or in written correspondence, for the Association or Board unless or until approved and/or instructed by a vote of the Board.

SECTION XI. Electronic Voting

In the event that a vote of the Board is needed prior to a meeting of the Board, such vote may be taken via internet correspondence or telephonically and ratified at the next Board Meeting.

ARTICLE IV. THE PRESIDENT

SECTION I. Duties

The President shall be the chief executive officer of the Association, preside at all meetings of the Association and the Board, and shall have the general and active management of the affairs of the Association and be responsible for the carrying out of the orders and resolutions of the Board of the Association.

SECTION II. Bonding

The President shall execute such papers or documents as may be required from time to time, appoint committees, and shall have and exercise the general powers usually vested in the office of President of an association. In the event that the Board shall require that the Treasurer be bonded, then the President shall also be bonded and the Association shall bear the expense of both bonds.

~~SECTION III. General and Special Meetings~~

~~An agenda of all general or special meetings of the General Membership shall be provided to all members at least ten (10) days prior to the meeting. If a Member wishes to include an item on the agenda, it should be submitted to the President five (5) days prior to the meeting. The agenda for all meetings shall include provision for new business.~~

SECTION III. Appointing Interim **Directors and Officers**

Interim Officers. In the event of the temporary or permanent absence of an Officer, the President shall appoint a **Director** as acting replacement to serve until the absent Officer returns ~~or In the event of a permanent absence of an officer, the President shall appoint an acting replacement~~ until the Voting Membership elects a successor at the next General Meeting.

Interim Directors. In the event of the number of Directors being less than is required herein, either by removal or resignation, the President shall appoint only enough Directors to meet the minimum required number until the Voting Membership elects new Directors at the next General Meeting.

ARTICLE V. VICE PRESIDENT

SECTION I. Duties

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of President and perform such other duties as the Board may from time to time prescribe.

ARTICLE VI. TREASURER

SECTION I. Duties

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and deposit all monies and valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board.

The Treasurer shall distribute the funds of the Association as may be ordered by the President, taking proper vouchers therefore, and shall render an account of all transactions as Treasurer and of the financial condition of the Association to the President, the Board, and meetings of the Association, and, if so required, furnish the Association a bond with securities satisfactory to the Board for the faithful performance of his/her duties.

ARTICLE VII. SECRETARY

SECTION I. Duties

The Secretary shall attend all meetings of the Board of Directors and meetings of the Association and record the persons present and the vote and minutes of such proceedings in books to be kept for such purpose. If the Secretary will be absent from a meeting, he/she will ask another director to take minutes. When the Secretary has obtained consent from another director, he/she will notify the President of the absence and advise the President who will record minutes.

ARTICLE VIII. PARLIAMENTARIAN

SECTION I. Duties

The Parliamentarian shall advise the President on all points of order at all meetings in accordance with customary rules of procedure. In the event of irreconcilable differences, rulings shall be made on the basis of these Bylaws and Robert's Rules of Order. Procedural rulings may be overturned by a majority vote of the voting members present. The Parliamentarian may hold a second office.

ARTICLE IX. BOOKS AND RECORDS

SECTION I. Availability

All records of the Association shall be kept on a calendar year and are open to inspection by the General Membership upon reasonable notice. Current documents produced by the Board and Committees for the business of the Association shall be made available electronically on the Association website within thirty (30) days after the documents are presented to the Board or by request. The list of current Directors and their terms shall be made available electronically on the Association website, and will be updated after each election, new appointment, or re-appointment.

Any member of the General Membership who does not have electronic access may request copies of specific documents in writing, via email or telephone. Documents less than one (1) year old at the time of the request will be provided within thirty (30) days of the request. Documents more than one (1) year old will require more time. Requests should be submitted to the President, who may assign the task to another Director.

SECTION II. Historical Records

Historical records will be maintained and provided to the appropriate organization for preservation. Records include but are not limited to minutes, various sets of bylaws, publications, correspondence, financial records, event photos and written descriptions, Directors and their terms, and any other documents produced by the Board and Committees for the business of the Association. These items shall be provided by the responsible officer of the Board at the end of the calendar year.

SECTION III. Historian

To assist with organization and presentation of historical records, an ad hoc position of Historian may be created, as needed, by the President at any time and appointed by a vote of the Board. The duties of the Historian shall be to gather and organize all records in accordance with Article IX, Section II.

ARTICLE X. COMMITTEES

SECTION I.

The Board or President may from time to time appoint committees. Unless otherwise specified, the President shall appoint members and chairpersons. All committees will be chaired by a Director and shall include at least two (2) additional members of the Association. Committees are encouraged to recruit **General Members who are not Directors**. All committee members shall serve for one (1) year. The President shall be an *ex officio* member of all committees of the Board.

SECTION II. Committee Reports

All committee chairpersons shall present a committee at the Board Meeting **either in writing or in person**. Written committee reports may be required at the discretion of the Board.

ARTICLE XI. AMENDMENTS

SECTION I. Amendments

These Bylaws may be amended, upon ten (10) days' notice to the General Membership specifying the amendments to be considered, at any **Annual**, General or Special Meeting of the Association, by a vote of at least 66 2/3% of the Voting Membership at which a quorum is present.