



Euclid / St. Paul's Neighborhood Association

BY-LAWS

ARTICLE ONE: NAME

The name of the organization is Euclid/St. Paul's Neighborhood Association Inc.

ARTICLE TWO: PURPOSE

The purpose of the association is to unite residents, real property owners, and business owners to preserve, enhance, improve, and beautify the Euclid/St. Paul's community.

ARTICLE THREE: LOCATION/BOUNDARIES

Boundaries shall be on the North side 22nd Avenue North, the East side Dr. M.L. King (9th) Street North, the West side 16th Street North, and the South side 9th Avenue North.

ARTICLE FOUR: MEMBERSHIP

Section 1. The membership shall consist of Active and Associate members.

a. An Active Member is any adult real property owner, tenant, resident, or business owner of the Euclid/St. Paul's area whose dues are currently paid. An Active Member has the right to vote and the privilege of holding office.

b. An Associate Member is any adult living outside the boundaries of this Association whose dues are currently paid and who endorses the goals of this Association. An Associate Member does not have the right to vote or hold office.

Section 2. Any person who ceases to be a member of the Association shall forfeit all right of interest in any property of the Association.

ARTICLE FIVE: DUES

Section 1. Members shall be required to pay annual dues in the amount as recommended by the Board of Directors and approved by the majority of active members present at any general meeting of the Association.

Section 2. The fiscal year shall be the calendar year.

ARTICLE SIX: ELECTIONS

Section 1. Two meetings prior to the Annual Meeting, the Board of Directors shall announce a Nominating Committee Chair person. At that time, the general membership shall have the opportunity to elect additional members to the committee. The committee shall prepare a slate of officers, and directors, and present it at the next general meeting. At that time, additional nominations shall be taken from the floor. Nominations will be closed 30 days prior to the Annual Meeting.

Section 2. The Nominating Committee shall be responsible for vetting the candidates for Officers. The vetting process shall be determined by the Board of Directors.

Section 3. The slate of nominees shall be published by the third week in November and on the ESPNA website.

Section 4. Elections will be held at the December meeting, with elected officers and directors to take office as of January 1st. The ballots will be available at the door of the meeting room and active members present will complete their ballots and drop them into the ballot box provided. Balloting will be closed one-half hour after the announced starting time for this meeting.

Section 5. Up to 11 nominees receiving the majority of votes cast will be considered elected. Majority is defined as the largest number of votes cast per nominee for each office or director's position.

Section 6. Vote by Proxy shall be available to all active members, according to the procedure established by the Board of Directors and approved by the majority of active members present at any general meeting of the Association, to become effective at the next general election.

Section 7. In the event that an Officer is not elected, or a suitable candidate cannot be found before the general election, the position will be appointed by a majority vote of the Board of Directors at the January board meeting.

ARTICLE SEVEN: OFFICERS

Section 1. There shall be four officers: President, Vice-President, Secretary, and Treasurer. Duties of these offices shall include, but not be limited to, the following:

Section 2. The President shall:

- a. Be the Executive Officer and preside over the meetings of the Association and the Board of Directors.
- b. Co-sign with the Treasurer any contract or obligation as authorized by the general membership.
- c. Have authority to create Special Committees, subject to review by the Board of Directors.
- d. Be an ex-officio member of every committee, except the Nominating Committee.
- e. Give an Annual Report at the Association's December General Meeting.
- f. Appoint a committee approved by the general membership to audit the financial records annually.
- g. Appoint a Parliamentarian.
- h. Upon leaving office, be an ex-officio member of the Board of Directors for the period of one year.

Section 3. The Vice-President shall:

- a. Perform the duties of the President when the President is absent.
- b. Assist the President or Board of Directors upon request.
- c. Assume the office of President for the remaining term, should that office become vacant.

Section 4. The Secretary shall:

- a. Keep minutes of the Association meetings and Board of Directors meetings, and promptly send or deliver them to the President.
- b. Receive any written communication or reports from the members and committees, and promptly send or deliver them to the President.
- c. Safely keep all corporation documents and have a reference copy of the Articles of Incorporation and By-Laws available at all Association meetings and Board meetings.
- d. Send out or provide all notices as may be required.

Section 5. The Treasurer shall:

- a. Collect or receive all money belonging to the Association and promptly deposit all funds received in the name of the Association in such financial institutions as the Board of Directors may designate.
- b. Receive all dues and promptly record the names and contact information of the new members.
- c. Pay all recurring, normal, or routine bills of the Association as authorized by the Board of Directors, and disburse any other funds as approved by the general membership.
- d. Co-sign with the President any contract or obligations as authorized by the general membership.
- e. Give a Treasurer's report at the general membership meetings and a financial report, whenever requested, to the Board of Directors.
- f. Maintain the financial records.
- g. Regularly pick up and promptly distribute Association mail received at the post office.
- h. Be an ex-officio member of the Audit Committee, and may not vote.

ARTICLE EIGHT: DIRECTORS

Section 1. The Board of Directors shall consist of a minimum of 4 officers and a maximum of 11 directors plus the outgoing president.

Section 2. The Board is charged with the responsibility of transacting the regular, routine business of the Association. Among its duties, the Board shall:

- a. Authorize payment of recurring, regular, or routine bills of the Association.
- b. Fill vacancies on the Board for the term remaining by a majority vote, except for the office of President.
- c. Create and define the duties of all Standing Committees and confirm the President's appointment of all Standing Committee Chair persons.
- d. Approve the purpose and duties of Special Committees.
- e. In the event of dissolution, the Board shall give direct notice of dissolution to any persons who have extended credit to the Association prior to dissolution. The Board shall take whatever actions are necessary for dissolution of the Association, and shall distribute any net assets of the Euclid/St. Paul's Neighborhood Association by equal share to each member in good standing at the time of dissolution.

Section 3.

Dissolution of the Euclid/St. Paul's Neighborhood Association shall be by either of the following methods:

1. By unanimous consent of the Active Members in good standing at the time of dissolution.
2. After one calendar year, during which no General or Special Meetings, as defined in Article Ten of the Association By-Laws, have been held.

ARTICLE NINE: COMMITTEES

Section 1. Standing Committees shall be created and dissolved by the Board of Directors. Standing Committee Chair persons shall be appointed by the President and confirmed by the Board.

Section 2. Special Committees shall be created and dissolved by the President. Their purpose and duties shall be defined by the President and approved by the Board.

Section 3. A committee shall not engage in any activity in the name of the Association which is contrary to the goals and stated purpose of the Association.

Section 4. Committees shall operate in accordance with city, state, and federal guidelines for the legal status of the organization.

ARTICLE TEN: MEETINGS

Section 1. General Meetings of the Association shall be held at least quarterly. The time, date, and place shall be recommended by the Board of Directors and approved by the majority of active members at any general meeting. At least seven (7) days notice shall be given to all members whenever there is a change in time, date, or place of the regular general meeting.

Section 2. Special Meetings of the Association may be called by the Board of Directors or by written request of ten (10) active members. Written notice of the date, place, and purpose of Special Meetings shall be provided to all Association members, at least seven (7) days before any special meetings are held.

Section 3. The December general meeting shall be known as the Annual Meeting, and it shall be at this meeting that election of Officers and Directors shall take place.

Section 4. A quorum at any general meeting of the Association shall consist of ten percent (10%) of the active membership or fifteen (15) active members, whichever is less.

Section 5. The Board of Directors shall meet regularly, at least quarterly.

Special Board meetings may be called by the President or any three (3) Directors. At least three (3) days notice

must be provided to Directors for Special Board meetings. In all Board meetings, a quorum shall consist of four (4) Directors. Board meetings shall be open to all active members, who may participate orally in the meeting process, but who may not vote on matters before the Board.

ARTICLE ELEVEN: STANDING RULES

Section 1. The orderly transaction of business affairs during meetings shall be governed by the parliamentary procedures outline in Robert's Rules, or other rules of parliamentary procedure established by the

Board of Directors. The Parliamentarian shall advise the President as needed and shall attend all general or special meetings of the Association, as available.

Section 2. Notice shall include, but not be limited to, email, websites, or general meeting announcements.

ARTICLE TWELVE: AMENDMENTS

These By-Laws may be amended in the following manner over a period of three (3) consecutive general membership meetings.

Section 1. First Meeting: Any proposed amendment must first be accepted for consideration by a majority of active membership at any general meeting. If accepted, notice of the proposed amendment must be provided to all members at least seven (7) days before the next general meeting.

Section 2. Second Meeting: The proposed amendment shall be read to the general membership.

Section 3. Third Meeting: To be validly adopted, the amendment must be approved by a two-thirds (2/3) vote of the active members present.

ARTICLE THIRTEEN: FUND RAISING

Any fund raising in the name of the Euclid/St. Paul's Neighborhood Association shall be approved by the Board of Directors and shall not violate any city, county, state, or federal statute or law.