

WASHINGTON HEIGHTS NEIGHBORHOOD ASSOCIATION BYLAWS

Amended May 2011; Amended May 2015

ARTICLE I – NAME

The name of this organization is Washington Heights Neighborhood Association, Inc. ["The Association"]

ARTICLE II – MISSION STATEMENT

Washington Heights Neighborhood Association is a non-profit organization dedicated to improving quality of life, sense of community and pride in our urban neighborhood. WHNA provides resources for special events and activities that promote community involvement, appreciation of diversity, education and safety, architectural preservation and restoration, small business opportunities and effective communication.

ARTICLE III – GOALS

The objectives and general purpose of the Association are to:

3:1

Insure the quality of life, for which the Washington Heights community has always been known.

3:2

Maintain the quality appearance of our homes, businesses, institutions and public areas.

3:3

Facilitate communication within our neighborhood.

3:4

Support and enhance the diverse groups in our community as vital to the success and growth of our neighborhood.

3:5

Collaborate in working for our neighborhood.

3:6

Provide the means for people in our neighborhood to work with each other to meet individual and group goals.

3:7

Insure that our neighborhood remains a safe place to live, work and play.

3:8

Promote communication and coordination with governmental, private and public resources to strengthen our neighborhood.

ARTICLE IV – THE WASHINGTON HEIGHTS AREA

4:1

The area to be covered and affected by the activities of the Association will be that portion of Milwaukee, Wisconsin, bounded on the north by North Avenue, on the east by Highway 41, on the south by Vliet Street and on the west by 60th Street.

4:2

The area is divided into 9 subdivisions with the boundaries shown on the map attached as Appendix A.

ARTICLE V – MEMBERSHIP

5:1

Any person, family or organization that resides within the Washington Heights boundaries, conducts business in the area or subscribes itself to the purposes of the Association is eligible, upon payment of membership dues, as set by the Board of Directors, for membership.

5:2

Individual members are those who pay a membership fee as determined by the Board of Directors.

5:3

Membership will be terminated by failure to pay the membership fee. Membership fees are nonrefundable.

ARTICLE VI – BOARD OF DIRECTORS

6:1

The Association will be governed by a Board of Directors consisting of Area representatives from each of the nine [9] subdivisions, seven [7] At-large Directors, up to four [4] appointed Directors, the President, and the Past President as specified in Section 7:2.

6:2

Only a member of the Association is qualified to become a Director.

6:3

A member who holds any publicly elected office may not serve as a Director. (1)

6:4

Terms of the Directors will be two [2] fiscal years. Terms begin on July 1 and end on June 30 as specified in Section 11:1. Directors may serve no more than two [2] consecutive terms. If, however, the second year of the term of office for any Officer will go beyond the end of the Director's term, said officer shall still serve out the remainder of his or her term as an officer.

A. In even election years seats for the Board will be open for election for Area Representatives for subdivisions 2, 4, 6, 8 and four [4] At-large Delegates as specified in Sections 6:5 and 6:6.

B. In odd election years seats for the Board will be open for election for Area Representatives for subdivisions 1, 3, 5, 7, 9 and three [3] At-large Delegates as specified in Sections 6:5 and 6:6.

6:5

An Area Representative or two [2] Area Co-representatives will be chosen by the residents of the respective subdivisions at the annual meeting. Area Representatives shall act as liaison between the area they represent and the Board. Co-representatives may be elected by the residents only with the consent of the two [2] prospective representatives and only if the two [2] are voted as a unit. A Co-representative is entitled to one [1] vote at any meeting of Directors unless both Co-representatives attend, in which case each Co-representative is entitled to one-half [1/2] vote.

The position of Co-Representative may be filled by a husband and wife, or two partners in the same household, to ensure that one or the other is able to attend meetings of the Directors. Under no circumstances, however, will any Area have more than one vote at any meeting of the Directors. The Area Representatives are expected to:

- a) Meet regularly with subdivision residents at to bring subdivision concerns to the Board of Directors;
- b) Facilitate communication to and from the Association and subdivision, including timely delivery of newsletters;
- c) Serve on one of the permanent committees established by the Board of Directors; and
- d) Attend Board meetings on a monthly basis (in areas with co-representatives, the co-representatives may share this responsibility at their discretion).

6:6

At-large Directors ['ALD's'] shall be elected at the annual meeting by the members. ALD's shall represent the concerns of the entire neighborhood. Each ALD will be assigned to serve on one of the permanent committees except the Executive Committee upon appropriate input by the ALD as to their areas of interest. The ALD will be responsible for forwarding committee reports to the Executive Committee, assisting with funding request submittals, and ensuring the committee is meeting on a regular basis and accomplishing its goals.

6:7

Appointed Directors may be appointed by the Board of Directors to balance Board representation as to race, gender, age or geographical distribution. Appointed Directors shall have the same rights, responsibilities, and the power to vote, as any other Director.

6:8

Any Director may be removed from office if they have more than three (3) absences in a board year. This may be waived based on extenuating circumstances based on a three-fourths [3/4] vote of the Board of Directors. Any Director may be removed by a three-fourths [3/4] vote of the Board of Directors, whenever, in their best judgment, the best interests of the Association will be served thereby, provided at least five [5] days advance notice is provided to all Directors. Such removal does not constitute expulsion from the Association. Any Director may resign at any time upon giving written notice to the Board of Directors.

6:9

If an Area Representative's directorship becomes vacant because of death, resignation, removal or other disqualification, the Co-representative shall fill the balance of the Area Representative's term. Any vacancy in any Directorship because of death, resignation, removal or other disqualification may be filled by the Board of Directors. The selected Director will serve for the remainder of the term of the Director he or she replaces.

6:10

The Board may also appoint liaisons from other entities to the Board as the Board may deem beneficial for the Association. Said liaisons shall have floor privileges at Board meetings and at membership meetings, but not the right to vote. Liaisons need not be members of the Association.

ARTICLE VII – OFFICERS

7:1

The Association will have four [4] principal Officers: President, Vice President, Secretary, and Treasurer. These Officers along with the Past President, as specified in section 7:2, will be collectively known as the Executive Committee. The Officers of the Association will at all times be members of the Board of Directors. Officers of the Association will be elected by the Board of Directors.

7:2

The Vice President must be a member of the Board of Directors at the time of his or her election to serve as Vice President. The President shall commit to serve on the Board for one additional year after completion of his or her term as President and shall be a full voting member of the Board as Past President.

7:3

No Officer will receive direct compensation.

7:4

Officers of the Association must be members of the association and residents of the Washington Heights area as defined in Article IV, Section I of these bylaws.

7:5

Terms of the President, Vice-President, Secretary and Treasurer shall be for two years. The President and Secretary are elected in even numbered years. The Vice-President and Treasurer are elected in odd numbered years. Election of officers will be held during the June Board meeting. Continuing and newly elected Board members are eligible to run for any available officer position. No Officer will be elected to more than two consecutive terms in the same office. In the absence of a candidate for an officer position, and only then, the Board may, at its discretion, waive the term limits for a current officer or seek a candidate who is not currently a Board member to fill the position.

7:6

No person will simultaneously hold more than one [I] office on the Executive Committee.

7:7

Any Officer may be removed from office by a three-fourths [3/4] vote of the Board of Directors whenever, in their judgment, the best interests of the Association will be served thereby, but such removal does not constitute expulsion from the Association. Any Officer may resign at any time upon giving written notice to the Board of Directors.

7:8

Other than the Office of President, see section 8:2, a vacancy because of death, resignation, removal or other disqualification will be filled by the Board of Directors. The Director elected to such a vacancy will serve for the remainder of the term of the Officer he or she replaces.

ARTICLE VIII – DUTIES OF THE OFFICERS

8:1

The President shall preside at all of the meetings of the Board of Directors; shall see that all orders and resolutions of the Board of Directors are carried out; shall exercise general supervision over the affairs of the Association; shall be a member of all committees except Nominations and shall perform such other duties as otherwise provided by law or by the Board of Directors.

8:2

The Vice President shall discharge the duties of the President in the event of the President's resignation, removal, inability, refusal, absence, disability, death, or other disqualification. The Vice President shall have all the powers of and be subject to all the restrictions of the President when acting in that capacity. The Vice President shall have other powers and perform such duties as may be prescribed by the Board of Directors. The Vice President shall also serve as the Parliamentarian. In the event of a vacancy in the Office of President because of death, resignation, removal or other disqualification, the Vice President shall assume the office of President for the remainder of the vacant term. The Board of Directors will then elect pursuant to 7:8 a new person as Vice President to assume said office and responsibilities.

8:3

The Secretary shall keep minutes of the meetings of the Board of Directors and the Executive Committee in such form as deemed appropriate for that purpose; shall see that all notices are duly given in accordance with the Bylaws or required law; shall be custodian of the Association records, shall perform all duties and exercise such authority as from time to time may be delegated or assigned to the Secretary by the President or by the Board of Directors. The Secretary shall also be a member of the Membership Committee.

8:4

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association; shall keep an accurate account of all Association funds; shall receive and give receipts for monies due and payable to the Association from any source whatsoever; shall deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with these bylaws; shall keep the Board informed on a monthly basis of the financial status of the Association; shall prepare an annual budget and perform other duties as required by law, or as may be prescribed or assigned by the President or Board of Directors. The Treasurer shall also be a member of, and Chair of, the Finance Committee.

ARTICLE IX – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

9:1

The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authorization may be general or confined to specific instances. Unless so authorized, no agent or Officer will have the power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any account. All checks, drafts, promissory notes, orders for payment of money, or other evidence of indebtedness issued in the name of the Association will be signed by the Treasurer and such other Officer or Officers as designated by the Board of Directors.

9:2

All funds of the Association will be deposited in a timely manner to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

9:3

The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests or devises for the public or charitable purposes of the Association.

ARTICLE X – BOOKS, RECORDS AND REPORTS

10:1

The Association will keep in its permanent files the following records:

- A. Minutes of all meetings of the Board of Directors and Executive Committee – indicating time, date and place of such meetings, whether regular or special, notice given and the names of those present and proceeding thereof.

- B. Adequate and correct books and records of accounts, including accounts of its business transactions and properties, accounts of assets, liabilities, receipts, disbursements, gains and losses.
- C. An updated record of its members, including their names and addresses, and, if applicable, the class of membership held by each member and the termination date of any membership.
- D. A copy of the Association bylaws and articles of incorporation as amended to date which will be open to the general membership of the Association at all reasonable times upon oral or written request.

10:2

The contact information (name, address, phone, email address) of members is to be kept confidential and is to be used only for Association business to produce committee contact lists and to send Association notices via US Mail or email to members and residents. Under no circumstances can the Association sell or share resident contact information with others. All printed lists will include a confidentiality statement. The membership data base must be properly secured following standard security policies with access limited to those who have a legitimate record keeping function within the Association.

10:3

Every Director shall have the right, at any reasonable time, to inspect and copy all books, records and documents of every kind in relation to Association business, policies or procedure, and to inspect any physical properties of the Association.

10:4

Each and every member will have the right of inspection – for purposes of conducting Association business related to that member’s interest and functions – the books, records or minutes of proceedings of the membership of the Board or the Executive Committee.

10:5

All demands for inspection rights by any member of the Association must be submitted in writing to the Secretary no less than three [3] days prior to that inspection.

10:6

The Board of Directors will furnish an Annual Report at the time of the Annual Meeting. Copies of this report will be made available to any member who requests it in writing.

The Annual Report will contain the following information:

- A. The assets and liabilities of the Association.
- B. The expenses and disbursements of the Association.
- C. The revenue and receipts of the Association.
- D. General information on activities and programs of the Association during the past year.

ARTICLE XI – FISCAL ACTIVITIES

11:1

The fiscal year of the Association will run from July 1 to June 30.

11:2

The Board of Directors may commission an annual financial audit of the Association.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, newly revised, will govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XIII – AMENDMENTS

Amendments to these bylaws must be approved by two-thirds [2/3] of the members present at a general membership meeting. Proper written notice of proposed amendments shall be circulated not less than two weeks in advance of the meeting via printed and/or electronic communication.

ARTICLE XIV – MEMBERSHIP MEETINGS

14:1

An annual meeting of the members must be held at least thirty [30] days prior to July 1 at a time designated by the Board of Directors. Other general membership meetings may be called at the discretion of the Board of Directors upon two [2] weeks written notice to the general membership via printed and/or electronic communication.

14:2

The agenda for the annual meeting or any other general membership meeting will be set by the Board of Directors and distributed to the membership at least two [2] weeks prior to the meeting. The Board shall also give notice at that time of any vacancies for Directors to be elected at the annual meeting via printed and/or electronic communication.

14:3

Any member may add an item to the agenda of the annual meeting or any other general membership meeting by:

[1] Submitting to the Board before the agenda is set, a petition containing the signatures of 25 members; or

[2] Submitting to the Secretary before the meeting, or to the chairperson at the meeting, a petition containing the signatures of 50 members.

14:4

The President shall preside over all general membership meetings including the annual meeting.

ARTICLE XV – COMMITTEES

15:1

The Board may create Committees which may include Directors, members of the Association who are not Directors or other interested parties.

15:2

Five permanent committees are established for the purpose of organizing and executing the work of the Association as directed by the Board of Directors. The Board may also establish such other committees from time to time as necessary to carry out the functions and aims of the Association. The Executive Committee and the five permanent committees are established for this purpose. It shall be the responsibility of all committees to meet on a regular basis and to submit written reports to the Board of Directors. The Committees and their responsibilities are as follows:

1. Executive. Set agenda for monthly board meetings. Address and facilitate accomplishment of all administrative matters related to the day-to-day operations of the Association. Interact with committees and Area Representatives on a regular basis to monitor the progress of programs, assess current needs and concerns. Seek candidates to fill any vacancies occurring substantially before elections created by resignation or other departure from the board by any director. Submit annual budget to Board for approval by the August Board meeting. Review any proposed expenditure exceeding \$500 and not contained in the annual budget and make a recommendation regarding said expenditure prior to submission to the Board for approval or disapproval. Make recommendations to the Board regarding the feasibility of all proposed events. Selects up to 6 appointees to serve as a nominating committee that seeks candidates to fill Board vacancies
2. Housing and Appearance. Design and implement programs to address problems related to condition and appearance of properties in the Washington Heights' area. Develop and implement programs to reward responsible property maintenance. Facilitate flow of information to WH residents regarding various community resources relating to property ownership and maintenance.
3. Membership. Maintain database of WHNA members. Direct relevant information to WHNA Committees. Develop initiatives to increase membership and encourage membership renewal. Develop and implement methods for finding volunteers to staff WHNA events. Utilize WHNA membership database for all of the foregoing.
4. Block Watch. Develop and implement programs and activities designed to promote and encourage growth of number and effectiveness of block watches in WH neighborhood. Interact with the Milwaukee Police Department regarding the same. Maintain and update list of area block watch captains.
5. Communications and Marketing. This membership constituency is responsible for the dissemination of information and branding of the association to the membership and the greater Milwaukee community. The committee should be

committed to optimizing and maximizing the appropriate use of both print and electronic media to support the goals, objectives and initiatives of the association via including the WHNA website, the quarterly *Highlighter* magazine, E-Newsletter, Signage, and WHNA's social media platforms.

ARTICLE XVI – STANDING RULES

The Board may adopt such standing rules or procedures from time to time as the Directors determine are necessary for the orderly operation of the Association so long as said rules do not conflict with or supersede these By-Laws.

These by-laws were amended by a written vote at the Annual Meeting on May 14, 2015 by a majority of the members present.

(1) When creating the May 2011 version of the By-Laws that was posted in August 2011 an incorrect version of the 2008 by laws was mistakenly used to record the changes approved at the May 2011 Annual Meeting. In Article 6.3 the words "or is running for" were inadvertently included. These words had previously been removed from the by-laws in May 2008. This note and a corrected version of the by-laws was posted to the website on December 19, 2011.