

BY-LAWS OF
OAKWOOD-LINCOLN PARK NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I

The name of this organization shall be the Oakwood-Lincoln Park Neighborhood association.

ARTICLE II

Members

Section 1. **Eligibility:**

The Oakwood-Lincoln Park Neighborhood Association area is bounded on the south by Woodland Avenue, on the west by Interstate 275, on the north by Sharp*s Ridge, and on the east by Broadway. All persons who live, work, or own property in the area are members. Those who attend at least one meeting each year shall be active members. Persons not otherwise eligible may become active members by paying an annual fee of \$ 5.00 or more. Companies and agencies ma become corporate members by paring an annual fee of \$ 50.00 or more. The Association shall keep a complete, accurate and correct list of active members.

Section 2. **Voting:**

Active and corporate members shall have one vote on each matter coming before the Association for vote. Active and corporate members who cannot attend a meeting may vote on any issue by e-mail or written statement directed to the president or secretary.

Section 3. **Dues:**

The Board of Directors of the Association may assess dues.

Section 4. **Meetings:**

- a. An annual meeting shall be held in May of each year at a time and place determined by the Board.
- b. At least seven other regularly scheduled meetings of the active members shall be held at times and places determined by the Board.
- c. Special meetings may be called by the President, any two Directors, or any ten active members.

d. notice of all meetings shall be given to the active members by mail or in person not less than one week nor more than thirty days before the date of such meeting.

e. Quorum. A quorum shall consist of fifteen active members.

ARTICLE III

DIRECTORS AND DUTIES

Section 1. **Designation:**

The affairs of the Association shall be managed by a Board of Directors elected from and by the active membership at annual meetings.

Section 2. **Eligibility:**

No director shall serve in the same office for more than four consecutive years. Two at large directors shall be elected in odd numbered calendar years and two in even numbered calendar years beginning in 2004.

Section 3. **Meetings:**

The Board shall meet at least four times annually at times and places determined by the Board.

Special meetings may be called by the President or any two directors upon notice sent to each Board member by any usual means of communications, not less than two days before said meeting.

Section 4. **Removal:**

Directors may be removed for any reason by a two-thirds majority vote of the active members in attendance at any meeting or by a two-thirds majority vote of the Board. Any board member who is

absent from three consecutive regularly scheduled or called meetings of the Board shall automatically be removed from the Board unless within ten days of the absence from the third meeting said Board member provides to the President an explanation of his/her absences. The Board at its next regularly scheduled meeting shall determine whether or not the reason give for absence is sufficient.

Section 5. **Resignation:**

Any member of the Board may resign by giving notification in writing to the secretary or the President. The resignation shall be announced at the next general meeting.

Section 6. **Vacancies:**

Vacancies occurring in the Board for any reason, shall be filled by a majority vote of the remaining members of the Board. If no Directors remain who are eligible to act, then a special meeting of the active membership may be called by any ten members for the purpose of electing Directors. A Director elected to fill a vacancy shall hold office for the unexpired term.

Section 7. **Quorum:**

A quorum shall consist of seven members of the Board, who may vote by e-mail, or written statement directed to the President or the Secretary.

ARTICLE IV

OFFICERS AND DUTIES

Section 1. **Designation:**

The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer chosen from the active membership.

Section 2. **Election and Term:**

All officers shall be elected by the active members at the annual meeting held in May and shall assume office July 1. Each officer shall hold office for two years and thereafter until a successor has been elected or appointed. No person shall hold the same office for more than two full consecutive terms. The President and Vice President shall be elected in odd calendar years and the secretary and treasurer in even calendar years beginning in 2004. The President shall have served previously or presently on the Board of Directors of the Association.

Section 3. **Security:**

The board may require any officer to give security for the faithful performance of his or her duties.

If security is required from any officer, the Association shall pay the cost of any required bond.

Section 4. **Duties and Obligations:**

a. The President shall preside at all meetings of the membership and the Board. He/she shall manage the day-to-day operation of the Association's business and is empowered to enter into agreements and to sign instruments affecting the operation of the Association.

He/she may authorize the Treasurer to disburse funds on the Association*s behalf if budgeted or after approval by a majority of Board of Directors, and may require such reimbursements to have his or her designated agent*s counter-signature.

b. The Vice-president shall preside at meetings in the absence of the President and shall assist in accomplishing the President*s duties.

c. The Secretary shall keep a correct and complete set of records of the Association including the minutes of all meetings and the reports of the committees. He/she shall be responsible

For carrying out all correspondence for the Association and shall notify, when necessary, the active members of the Association and Directors of the meetings.

d. The Treasurer shall be the custodian of all funds of the Association and shall keep correct, accurate, and complete records. The treasurer shall sign and disperse all checks on behalf of the Association. Unless the treasurer is bonded, all checks shall be countersigned by the President or his/her designee. The Treasurer shall prepare a budget as directed by the Resource Development team for approval by the Board. The Treasurer shall present a written report of the financial status of the Association at each Board meeting. All funds raised on behalf of the Association shall be placed by the Treasurer in a federally insured bank of the Board*s choice.

Section 5. **Powers:**

The officers shall have those other duties and powers assigned to them from time to time by the Board.

Section 6. **Resignation, Removal, and Filling Vacancies:**

Officers may resign or be removed in the same manner as other members of the Board of Directors.

A vacancy in an office of the Association shall be filled in the same manner as other vacancies of the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. **Standing Committees:**

The Board may designate standing committees which shall operate on behalf of the Association until dissolved by the Board.

Section 2. **Nominating Committee:**

The Nominating Committee shall consist of three persons appointed by the Board including at least one person not currently serving of the Board.

Section 3. **Residential and Commercial Property Team:**

Responsible for improving residential and commercial property by (1) updating zoning to increase single family residential housing, (2) promoting the construction and renovation of houses, (3) attracting new business, and (4) ensuring zoning regulations are followed.

Section 4. **Beautification, Environment and Safety Team (BEST):**

Responsible for improving the beauty, environment, and safety of the community by increasing community pride, ensuring codes enforcement, and utilizing government services.

Section 5. **Health, Education, Recreation and Other (HERO):**

Responsible for promoting health, education, recreation, and social life in the community by providing spiritual, social, educational, recreational, and wellness opportunities.

Section 6. **Resource Development:**

Responsible for fund-raising, publicity, neighborhood meetings, and communications of Oakwood-Lincoln Park Neighborhood Association.

Section 7. **Powers:**

The Board may delegate any or all authority it deems desirable to committees. Committees, however, shall have the obligation to report all their activities and recommendations to the Board from time to time as the Board may require.

ARTICLE VI

EXPENSES

Section 1. **Compensation:**

No part of the income or profit of the Association shall be distributed to its members, Directors, or Officers except that individuals may be reasonable compensated for services performed for the organization upon approval of the Board of Directors.

Section 2. **Reimbursement:**

With the approval of the Board of Directors an active member may be reimbursed for expenses incurred on behalf of the Association upon the presentation of a receipt showing the date, the amount, and the items involved in each transaction.

Section 3. **Employees:**

The Board may employ persons to assist with the activities of the Association. The amount of compensation shall be determined by the Board of Directors of the Association.

ARTICLE VII

PARLIAMENTARY AUTHORITY

The most recent edition of Robert*s Rules of Order Revised shall be used except that meetings may be conducted in the manner agreed upon by those present unless prohibited by law or by these by-laws.

ARTICLE VIII

AMENDMENTS TO BY-LAWS

Section 1. **Charter:**

These by-laws may be amended by a two thirds majority vote of the entire Board or by a majority vote of the active members present at any meeting. Amendments may be proposed by any active member. A copy of proposed amendments shall be included in the call to the meeting at which the vote shall be taken. Amendments made by the Board shall be reported at the next membership meeting and may be overturned by majority vote of the active members present.

Adopted this 9th. Day of April 1981.

Amended this 18th. Day of March 2004