**Arbor Hills Neighborhood Association**

**BY-LAWS**

**Article I**

## Name

The name of this organization is the Arbor Hills Neighborhood Association, Incorporated, a non-profit, non-stock corporation of the Arbor Hills community in the City and Town of Madison, Wisconsin.

# Article II

## Purpose

The purpose of this Association shall be to function as a democratic group in solving neighborhood problems by or through neighborhood action for the betterment of the community. The general objectives of the Association are the following:

 To represent the interests of the Arbor Hills community before governmental agencies.

 To concentrate its efforts on zoning, park and street maintenance, police and fire protection, traffic and public transportation.

 To inform the membership of positions taken by elected and appointed officials on issues of interest to Arbor Hills residents.

 To welcome new residents to the Arbor Hills community.

 To support neighborhood associations recommended by the Board of the AHNA.

 To sponsor social and recreational activities for the membership’s enjoyment.

 To communicate with the membership.

**Article III**

## Area

The area commonly known as Arbor Hills shall, for the purposes of this Association, be defined as follows:

 Beginning at the northwest corner of the West Beltline Highway and Kingston Drive, moving

 south along Kingston the intersection of Kingston and Nottingham Way, at which point the

 western boundary shall follow the Arboretum property line south to the railroad tracks.

 The tracks shall form the boundary from the southwest corner proceeding northeast to the point at which the tracks intersect Greenway View, and then west on Greenway View to

Todd Drive. At this point the boundary shall proceed north along Todd Drive to the McDivitt (east); McDivitt to Ashford Lane, and south along Ashford Lane to Nottingham Way. From this point, it shall proceed west on Nottingham Way to Grandview Boulevard, north on Grandview Boulevard (including the duplexes along Arbordale Court) to the West Beltline Highway, and west along the West Beltline Highway to Kingston Drive.

# Article IV

# Membership

**Section 1.** *Eligibility for Membership*: The following persons shall become eligible for membership in the Association on the payment of the membership fee:

 Residents of the area described in Article III of these Bylaws.

 Non-Resident owners of real estate in the above described area.

Private sector firms and non-profit organizations shall be eligible for a limited membership.

**Section 2.** *Rights and Limitations*: The right to vote and to hold elective office shall be limited to members of the Association. Each household represented in the Association shall be entitled to one vote on all questions. Voting by proxy shall not be allowed.

Private sector firms and non-profit organizations may not serve on the Board or vote.

**Section 3.** *Membership Year*: The membership year of the Association shall begin on January 1 and shall terminate on December 31 of each calendar year.

**Section 4.** *Membership Fee*: The annual membership fee shall be assessed on a per household basis. The Board shall set annual fees for private sector firms and non-profit organizations.Each year, the Board shall determine the annual fee based on the needs of the Association.

**Section 5.** *Termination of Membership*: Any person received into membership in the Association shall remain a member until theyvoluntarily withdraws; is no longer eligible for membership in this Association; or fails to pay dues.

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# Article V

## Members of the Association

**Section 1.** All legislative powers of the Association shall be vested in the Membership.

The Membership shall determine its own rules of procedure and shall have the power to establish an official publicationof the Association to be published periodically.

The Membership shall have the power over all funds of the Association and shall control the expenditure thereof, except as such power may be delegated to the Board by act of the Membership.

**Section 2.** Each resident and non-resident owner of real estate in Arbor Hills, in accordance with Article IV of the Bylaws, is entitled to representation in the Membership. The President of the Association shall preside and Recording Secretary shall act as secretary at all meetings of the Membership.

**Section 3.** The annual meeting of the Membership shall be held in the Fall of each year. The day, hour, and place of holding the meeting shall be established by the Board and communicated to the membership at least one month before the meeting is to take place.

**Section 4.** Special meetings of the Membership may be called at the discretion of the President, the Board, or upon the petition by at least ten (10) household members. It shall be the duty of the Corresponding Secretary to give notice of any special meeting ten (10) days in advance. However, the ten-day notice may be waived if the Board or President determines that a state of emergency exists.

**Section 5.** Ten percent (10%) of the Membership, present and voting, whichever is least, shall constitute a quorum at any meeting of the Membership.

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# Article VI

## Officers and Board

**Section 1.** The officers of the Association shall be the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Newsletter Editor, Block Captain Coordinator, andEvents Coordinator**.**  Up to four additional officers at-large are permitted. The officers shall constitute the Board of the Association andshall be elected to the Board for a term of two (2) years by a majority vote of the membership present at the annual meeting.

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It is preferable that no more than one half of the officers shall be elected in a single annual meeting of the Membership.

**Section 2.** The Board shall conduct the general business of the Association; consider all questions of policy; and present recommendations to the Membership for action.

**Section 3.** The Board shall prepare and submit to the Membership a budget for the ensuing year. This budget shall set forth the estimated expenditures for the period covered thereby. When a budget has been approved by a majority vote of the Membership, the Board shall have the power to authorize the expenditure of the Association’s funds in accordance with the terms and conditions thereof.

**Section 4.** The Board may authorize expenditures of the Association’s funds not authorized by the budget by a two-thirds (2/3) vote of the Board. Special meetings of the Membership shall be exempt from the two-thirds (2/3) vote requirement.

**Section 5.** The President is the chief executive officer of the Association and its policy leader. The President shall have the authority:

 To represent the Association as speaker, and in writing, on matters of policy or to assign responsibility for such representation to members of the Board.

. The president has the sole authority to appoint members of the Association to serve on committees and task forces as needed.

 To review Association policies and recommend priorities.

 To preside at the meetings of the Membership and the Board.

 To prepare, with the assistance of the Board, the agenda for the governing bodies of the Association.

 To appoint all chairpersons and members of committees from among the Board members, subject to the approval of the Board.

 To serve as an ex-officio member of all committees.

 To supervise the official publication of the Association.

 To perform other duties customary to the office.

**Section 6.** The Vice President shall act for the President when the President is unable to perform the duties of office.

 At the request of the President, the Vice-President shall act in the President’s behalf. The Vice President shall perform other duties customary to the office.

**Section 7.** The Recording Secretary shall have the duty and authority:

 To keep a record of all the proceedings of the Association.

 To maintain record books in which the Bylaws, special rules, and minutes are entered.

 To notify officers and committee members of their election or appointment, and to have on hand at each meeting a list of all existing committees and their members.

 To perform other duties customary to the office.

**Section 8.** The Corresponding Secretary shall have the duty and authority:

 To send out to the membership a notice of each meeting, and to conduct the general correspondence of the Association which is not the proper function of other offices or committees, including routine correspondence and inquiries with members of the Association and others.

 To keep the Association’s official membership roll, and to call the roll when it is required.

 To provide a written copy of these Bylaws to each member of the Association upon the initiation of their membership.

. To communicate with new members to welcome them and to inform them about their rights and responsibilities as members of the Association.

 To perform other duties customary to the office.

**Section 9.** The Treasurer shall have the duty and authority:

 To act as custodian of the funds of the Association.

 To keep a record of all fiscal transactions of the Association.

 To pay out Association funds on order by the Board.

 To make a report to each meeting of the Membership and the Board.

. To update the Corresponding Secretary of new members.

. The Treasurer’s duties, or any part thereof, may be delegated by the Board to such paid personnel as they may appoint.

 To perform other duties customary to the office.

**Section 10.** The Newsletter Editor shall have the duty and authority:

 To prepare the Arbor Hills Association Newsletter at the request of the Board.

 To publish and distributethe Arbor Hills Association Newsletter.

 To maintain a file of all newsletters published by the Association.

 To perform other duties customary to the position.

**Section 11.** The Block Captain Coordinator shall have the duty and authority:

 To coordinate the activities of the neighborhood block captains.

 To make sure there is a block captain for every section of the neighborhood.

 To keep information for the block captains current and accessible.

 To perform other duties customary to the position.

**Section 12.** The Events Coordinator shall have the duty and authority:

 To coordinate events at the request of the Board.

 To recruitmembers of committees to organize events.

 To perform other duties customary to the position.

**Article VII**

## Elections

**Section 1.** In the election of officers of the Association, a Nominating Committeeshall make nominations. The committee shall be comprised of four members in good standing and chosen annually. The President shall be the chairperson and the Board shall elect the rest of the committee at least two months before the annual meeting of the Membership.

**Section 2.** The Association welcomes nominations from the Membership one month before the Annual Meeting and shall be sent to the President. Therefore, write-in candidates are not necessary and such ballots, along with blank ballots, shall not be counted~~.~~

**Section 3.** Elections shall be by secret ballot at the Annual Meeting. Each membership household and nonresident owner of real estate shall be allowed one vote for each contested position for the Board; if there is only one candidate for a seat on the Board, it will be in order to move that the Membership cast a unanimous ballot for the election of that candidate.

**Section 4.** All terms of office shall begin on January 1 and shall terminate on December 31 of the final year of the terms specified in Article VI of these Bylaws.

**Section 5.** If a quorum is not present at the Annual Meetingof the Membership, the Board shall seek a vote of the membership via digital or papercorrespondence except for amendments to these Bylaws. The vote via correspondence shall include, but not be limited to, Board elections and the adoption of the budget.

**Section 6.** The Vice President shall succeed to the office of President in case of a vacancy in that office. The Board shall fill, by majority vote, all other vacancies. The successor shall complete the term of the office that was vacated~~.~~

**Section 7.** The Board shall declare that a vacancy exists if a member of the Board resigns or no longer resides or owns real estate in the Arbor Hills community as defined in Article III of these Bylaws. The Board may appoint an interim board member to fill that vacancy to serve for the remaining term of that position.

**Section 8.** Any regularly elected member of the Board can be deposed from office by the Membership at the Annual Meetingfor misconduct or neglect of duty in office. The Board, too, can depose a Board member in accordance with Section 60 (Disciplinary Procedures) of *Robert’s Rules of Order, Newly Revised*.

**Section 9.** If a member of the Board has been absent from one-third (1/3) of the scheduled meetings of the Board without a valid excuse, such absences shall be deemed a resignation. However, under extenuating circumstances, the Board may grant exceptions to this rule by two-thirds (2/3) vote of the entire Board.

**Article VIII**

## Finance

**Section 1.** Depository: The funds of this Association shall be deposited in such bank or trust company as the Board shall designate, and shall be withdrawn only upon the check of the Association signed by the Treasurer. Checks in the amount of five hundred dollars ($500) or more shall be ~~and~~ countersigned by the President.

**Section 2.** The fiscal year of this Association shall be from January 1 through December 31.

# Article IX

## Dissolution

**Section 1.** Upon dissolution of the Arbor Hills Neighborhood Association, Inc., the Association’s assets, after payment of outstanding debts, will be contributed to a non-profit charitable, educational, or recreational organization in the Madison area.

**Article X**

## Amendments

**Section 1.** Any member in good standing of the Arbor Hills Neighborhood Association may propose changes to these Bylaws; but any proposed change must be submitted in writing to the President at least thirty (30) days before the date of the Annual or special meeting of the Membership.

**Section 2.** The Corresponding Secretary shall submit all proposed amendments to the membership at least one week in advance of the meeting at which they will be considered.

**Section 3.** Amendments to the Bylaws duly adopted by the Membership shall become effective immediately upon adoption or as directed by the Membership at any Membership meeting.

# Article XI

## Parliamentary Authority

*Robert’s Rules of Order, Newly Revised*, shall govern the Association in all cases to which the rules contained in the current edition are not inconsistent with these Bylaws and any special rules of order the Membership may adopt.

***Revised May 12, 2016***