

Crescent Lake Neighborhood Association, Inc.

By-Laws

Article One: Name

The name of the organization is: Crescent Lake Neighborhood Association, Inc.

Article Two: Purpose

The purpose of the Crescent Lake Neighborhood Association, Inc. (hereinafter referred to as "Association") is exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purpose for this non-profit corporation is:

1. To unite the tax-paying property owners, business owners, and residents within the Crescent Lake Neighborhood ("Neighborhood"), which is bordered by 22nd Avenue N to the north, 12th Avenue N to the south, 4th Street N to the east, and Dr. M.L. King Jr. St. N to the west, in:
 - a. Enhancing, improving, and beautifying the neighborhood;
 - b. Promoting the general welfare of the neighborhood;
 - c. Fostering a sense of community for the neighborhood; and
 - d. Addressing neighborhood issues that affect a significant number of our residents.

Article Three: Non-Profit Organization

This organization is and shall remain a non-profit organization and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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, or resident of the Crescent Lake Neighborhood whose dues are currently paid. An Active Member has the right to vote and privilege of holding office. New Active membership shall begin 7 days after receipt of dues.
- b. An Associate Member is any adult living outside the boundaries of the Crescent Lake Neighborhood 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. The boundaries of the Crescent Lake Neighborhood are as follows: 22nd Avenue N to the north, 12th Avenue N to the south, 4th Street N to the east, and Dr. M.L. King Jr. St. N to the west.

Section 3. When any active member ceases to own real property or live within the Crescent Lake Neighborhood, his or her membership and the rights associated therewith terminate.

Article Five: Dues

Section 1. Annual payment of dues establishes membership to the Association. The annual dues shall be recommended by the Board of Directors and approved by the majority of the active members present at a regular general meeting.

Section 2. Dues shall be payable in advance on or before the first business day of January in each fiscal year. Any member joining after September 1st shall have their dues considered paid through the following fiscal year.

Section 3. The fiscal year shall be the calendar year.

Section 4. When any member is in default in the payment of dues for a period of thirty (30) days from the day which such dues become payable, his or her membership and the rights associated therewith terminate.

Article Six: Elections

Section 1. The Secretary at the September meeting will accept nominations for officers and non-officer board members. No later than September 31 the Secretary will present a ballot to the President for verification, and will present the sample ballot at the October board meeting. A sample ballot shall be sent to active members prior to the November General meeting.

Section 2. Elections will be held at the November General Meeting. All candidates for any office will be given a brief opportunity to speak before the balloting begins.

Balloting will be opened one-half hour after the announced starting time for this meeting, and closed 20 minutes later. Ballots will only be given to those who can be verified as a member in good standing. Active members present will complete their ballots and drop them into the ballot box provided. The Secretary will tally the votes during the meeting and will report the results before the end of the meeting.

Section 3. Active members shall elect the officers of the Association by a majority vote. As to the non-officer board member positions, candidates for board member receiving the highest number of votes for the open seats shall be elected. In the event no candidate wins a majority, the two candidates with the largest number of votes will be voted on.

Section 4. The prevailing candidates will be officially seated at the end of the December Board meeting and shall serve until new ones are elected.

Article Seven: Officers

Section 1. There shall be four Officers: President, Vice-President, Secretary and Treasurer.

Section 2. Duties of these Officers shall include, but not be limited to, the following:

a. The President shall:

- i. Be the Executive Officer and preside over the meeting of the Association and the Board of Directors.
- ii. Co-sign with the Treasurer any contract or obligation as authorized by the board.
- iii. Have authority to create Special Committees and appoint committee chairpersons.
- iv. Be an ex-officio member of every committee.
- v. Give an Annual Report at the December Board meeting.
- vi. Upon leaving office, be an ex-officio member of the Board of Directors, for one year.

b. The Vice President shall:

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

c. The Secretary shall:

- i. Keep minutes of the Association meetings and Board of Directors meetings, and promptly send or deliver them to the President.

- ii. Receive any written communication or reports from members and committees, and promptly send or deliver them to the President.
- iii. Maintain a current list of names and addresses of all members.
- iv. 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.
- v. Regularly pick up and promptly distribute Association mail received at the post office.
- vi. Send for, or provide all notices as may be required.
- vii. Collect nominations and assemble the ballot for Association elections.

d. The Treasurer shall:

- i. Collect or receive all money belonging to the Association, promptly deposit all funds in the name of the Association in such financial institutions as the Board of Directors may designate.
- ii. 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.
- iii. Co-sign with the President any contract or obligation as authorized by the Board.
- iv. Co-sign checks with any Officer.
- v. Give a monthly Treasurer's report at the Board meeting, and a quarterly report at the General meeting, and a written financial report, whenever requested, to the Board of Directors.
- vi. Maintain the financial records.

Article Eight: Board of Directors

Section 1. The Board of Directors shall consist of all the Officers and four additional Directors, as may be elected. One member of the Board of Directors shall be the outgoing President of the Association who shall serve one (1) year as a Director in the status of immediate past president.

Section 2. The office of any Director failing to attend two (2) consecutive regular Board meetings, or four (4) total in a calendar year by physical or telephonic attendance may, at the discretion of the Board, be declared vacant. When a Director has reached the maximum allowable absences, that individual shall be given the opportunity to appeal to the Board for special consideration, and may remain on the Board with the approval of two-thirds of the Board of Directors.

Section 3. The Board of Directors shall transact 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, except the office of President, by a majority vote.

- 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.

Section 4. The Board members may cast votes on motions before the Board in person or by telephone during a meeting of the board. Board members may cast votes by email provided that all Board members are copied on all email messages transmitted as part of the consideration of a matter.

Article Nine: Meetings

Section 1. General Meetings of the Association shall be held generally once a quarter with a minimum of four (4) a year. The time, date and place shall be recommended by the Board of Directors and approved by a 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. The first General Meeting of the fiscal year shall be known as the Annual Meeting.

Section 3. 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.

Section 4. The Board of Directors shall meet regularly once a month. The President or any three (3) Directors may call special Board meetings. At least three (3) days notice must be provided to Directors for Special Board meeting.

Section 5. Meetings shall be held in accordance with Robert's Rules of Order Newly Revised.

Article Ten: Quorum

Section 1. A quorum for the transaction of business at any meeting of the members shall require a minimum of ten (10) active members. Attendance must be in person.

Section 2. A simple majority of the Directors shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Article Eleven: Amendments

These bylaws may be amended by resolution of the Board of Directors, which resolution shall be presented to the general membership at a regular meeting, and such

amendments may be adopted by a majority vote of the active members present. Active members may propose amendments to the bylaws to the Board of Directors.

Article Twelve: Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adoption

We, the duly-elected President and Secretary of the corporation, certify that these By-laws were amended and adopted at a meeting of the general membership on March 4, 2020.

_____, President
Lisset Hanewicz

_____, Secretary
Amanda Ocker

Original By-Laws passed March 1, 2017