

**BY-LAWS OF THE  
EMERSON EAST NEIGHBORHOOD ASSOCIATION**

**ARTICLE I.  
NAME**

The organization will be known as the Emerson East Neighborhood Association (EENA).

**ARTICLE II.  
PURPOSE**

The primary purpose of the Association is to improve the Emerson East neighborhood as a place to live, work, and recreate. Means used to accomplish this purpose may include:

- Promoting open, democratic public participation and involvement in the neighborhood;
- Generating and sustaining a spirit of cooperation among area residents and property owners;
- Identifying potential challenges that may affect the neighborhood and working to develop strategies to address them;
- Serving as advocate for those policies and programs that, after appropriate analysis and open discussion, seem to be in the best interests of the neighborhood;
- Working in cooperation with the city and other neighborhood groups to improve the neighborhood and further its interests; and
- Providing opportunities for people in the neighborhood to meet one another and develop a spirit of neighborliness.

**ARTICLE III.  
GEOGRAPHICAL AREA**

The area to be served by the Association is bounded on the west by East Johnson St. and the Wisconsin Southern Railroad yard that abuts Fordem Avenue; on the southwest by the Yahara River; on the north by Commercial Avenue; on the east by North Street; and on the south by East Washington Avenue, encompassing all City of Madison addresses within said boundaries.

**ARTICLE IV.  
MEMBERSHIP**

4.1 Eligibility

All persons age eighteen (18) or older who reside in, own property in, or who own or represent a business or organization located within EENA's boundaries are eligible for membership. EENA shall afford equal opportunities for membership and participation regardless of race, color, age, religion, gender, sexual orientation, familial status, national origin, income, political affiliation, or disability status, to all who otherwise meet the criteria for membership.

4.2 Dues

Any eligible person or business having paid annual membership dues shall be considered a member in good standing. Dues shall be set by a vote of the membership, preferably at the annual Elections Meeting. The membership year shall be the calendar year.

#### 4.3 Voting at meetings

Voting at all membership meetings shall be limited to those eligible members who have paid their dues before the meeting is called to order.. Each voting member shall have one vote; members who both live in the neighborhood and own or represent a business or organization in the neighborhood may vote either as a resident member or as a business/organization member, but not both. Members must be present to vote, except that proxy votes will be accepted at Elections and Special meetings.

### **ARTICLE V. ORGANIZATION**

The basic foundation of the Association is its membership. Members guide the activities of the Association at membership meetings, elect the Steering Committee , and may participate on committees.

Between membership meetings, decisions may be made by a Steering Committee consisting of the two (2) Co-Chairs, the Secretary, the Treasurer, Area Representatives and At-Large Representatives.

### **ARTICLE VI. MEETINGS OF THE MEMBERSHIP**

#### 6.1 Meetings

- a. Elections Meeting. The membership shall meet annually at such time or place as may be designated by the Steering Committee for elections. Notice of the Elections meeting must be given at least seven (7) days in advance.
- b. Monthly Meetings. Monthly meetings of the Association may be scheduled at such times and places as the Steering Committee may designate.
- c. Special Meetings. Special meetings of the Association for any purpose or purposes shall be held as necessary by vote of the Steering Committee or by petition of fifteen (15) or more EENA members. Notice of special meetings must be given to the membership no less than seven (7) days before the scheduled meeting time.

#### 6.2 Agenda

The agenda of a general membership meeting shall be established by the Co-Chairs. Members shall be informed of the proposed agenda no less than seven (7) days before the scheduled meeting.

#### 6.3 Quorum and Voting

A simple majority of the members of the Steering Committee shall constitute a quorum for a monthly membership meeting. A quorum of at least ten (10) members or twenty percent (20%) of the membership, whichever is less, is required for the Elections Meeting or a Special Meeting. Unless otherwise specified in these by- laws, all votes shall be determined by a simple majority of the eligible members voting.

#### 6.4 Members' Rights and Obligations

All members shall have the right to participate in a fair democratic process leading to decisions reflecting a consensus as to the best interests of the neighborhood. Members are expected to abide by these By-Laws and to conduct themselves in a way that furthers the free, open, and respectful exchange of ideas within

the Association. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* will be the authority for questions of procedure at any meeting. Persons showing disregard for proper meeting procedures may be called to order by the chair and may be subject to progressive discipline as outlined in *Robert's Rules of Order Newly Revised* for failure to comply. Any member may be subject to termination of membership for conduct contrary to the best interests of the Association, or for other good cause, as determined by, and upon majority vote of, the Steering Committee. This decision may be appealed to the membership.

#### 6.5 Open Meetings

Meetings of the Association, its Steering Committee, and its committees shall be open to the public, except when exceptional circumstances requires the meeting going into a closed session. Moving into a closed session requires a two-thirds (2/3) vote of the eligible members present.

### ARTICLE VII. OFFICERS

#### 7.1 Officers

The officers of the Association shall consist of two (2) Co-Chairs, a Secretary, a Treasurer, the Area Representatives, and the At-Large Representatives. These officers shall constitute the Steering Committee.

#### 7.2 Co-Chairs

The Co-Chairs are the chief executive officers of the Association. Their terms of office shall be for two-years, with one Co-Chair elected each year. No Co-Chair shall serve more than three (3) consecutive two-year terms. The duties of the Co-Chairs include, but are not limited to:

- a. Representing the Association in speech and writing on matters of policy, or assigning such duties to another member if required;
- b. Chairing at meetings of the membership and the Steering Committee ;
- c. Preparing, with the assistance of the Steering Committee, the agenda for membership meetings;
- d. Serving as *ex officio* members of all Association committees; and
- e. Guiding the process by which the Association sets priorities, makes policies, and formulates annual and long-range plans.

#### 7.3 Secretary

The Secretary shall:

- a) Write minutes of the Association's membership and Steering Committee meetings;
- b) Keep records of the By-Laws, policies, and procedures, and minutes;
- c) Conduct such correspondence of the Association that is not otherwise designated to another member of the Steering Committee ; and
- d) Perform the other duties customary to the office.

#### 7.4 Treasurer

The Treasurer shall:

- a) Act as the custodian of the funds of the organization;
- b) Recommend an annual budget for the Association;
- c) Keep a record of all fiscal transactions of the Association;
- d) Make a financial report at each membership meeting;

- e) Keep the Association's official membership roll, and determine eligibility to vote when so required; and,
- f) Perform the other duties customary to the office.

#### 7.5 Area Representatives

Two (2) Area Representatives shall be elected from each of the following areas by those members who reside in the designated areas.

a) AREA I (Yahara) – Yahara River on the west, East Washington Avenue on the south, Fourth Street and its imaginary extension separating the 2100 from the 2200 block of Pennsylvania Avenue on the east, and the railroad yard on the north.

b) AREA II (Demetral) – East Johnson Street on the south, Fourth Street and its imaginary extension separating the 2100 from the 2200 block of Pennsylvania Avenue on the west, North Street on the east, and the railroad yard on the north.

c) AREA III (Emerson) – East Washington Avenue on the south, Fourth Street to the west, North Street to the east, and East Johnson Street to the north.

The Area Representatives shall

- a) Represent the interests and concerns of their areas in meetings membership meetings and meetings of the Steering Committee ;
- b) Assist in the recruitment and retention of membership within their areas; and
- c) Arrange for the delivery of newsletters and other Association communications within their areas.

#### 7.6 At-Large Representatives

The Steering Committee may, by majority vote, appoint up to three At-Large Representatives to represent non-geographical interests in the neighborhood or to give a place on the Steering Committee to active members in areas that are already represented by two (2) Area Representatives.

#### 7.7 Eligibility

Any member in good standing who is not an elected official or candidate for city or county elective office may be nominated or appointed as an officer of the Association. All officers must be members of the association.

#### 7.8 Election and Terms of Office

Officers of the Association shall be elected at the designated Annual Elections Meeting of the membership. Except for Co-Chairs, all officers shall be elected to a one-year term of office. Co-Chairs are elected to staggered two (2) year terms. Officers shall begin their terms at the beginning of the next membership meeting after the elections meeting.

#### 7.9 Election Meetings

Unless temporarily moved by a vote of the membership, the Elections Meeting will held in October . Nominations will be solicited at the two membership meetings previous to the Elections Meeting. Nominations may be made any time between the initial call for nominations and the actual vote for a position. For contested seats, the vote will be by secret written ballot. Members who are unable to attend the elections meeting may designate in writing another member to vote by proxy in their behalf.

#### 7.10 Resignation and Vacancies

If an officer resigns or becomes ineligible or unable to continue in office, the Steering Committee may appoint a member to fill the vacancy for the remainder of the term. Three consecutive unexcused absences from a monthly membership meeting by an officer shall be deemed a resignation.

#### 7.11 Removal from Office

An officer may be removed from office by a two-thirds (2/3) vote of members present at any meeting provided a seven (7) day notice of such a motion has been distributed to all members. Vacancies will be filled as set forth by the By-Laws.

#### 7.12 Compensation

No compensation shall be paid to any member or officer of the Association. Fees received by an officer for work done on behalf of the Neighborhood Association will be consider a contribution to the Association.

#### 7.13 Indemnification

The Association shall hold harmless and indemnify the Steering Committee , its members, or an Association member who may be party to a proceeding as a result of the individual being or having been a member of the Neighborhood Association to the fullest extend provided by the laws of the State of Wisconsin.

### **ARTICLE VIII. COMMITTEES**

#### 8.1 Purposes

Standing and special committees may be established to carry out the work of the Association under the direction of the membership and the Steering Committee.

#### 8.2 Establishment and Appointment

The Steering Committee may charge or discharge standing and special committees as it deems desirable. Each committee may elect a chair or chairs, subject to the approval of the Steering Committee.

#### 8.3 Meetings

Committee meetings are open to all Association members.

#### 8.4 Records and Reporting

Each standing or special committee shall keep a record of its proceedings, which at minimum will consist of meeting minutes. A verbal or written report of each meeting shall be provided for the next scheduled membership meeting.

**ARTICLE IX.  
MEETINGS OF THE STEERING COMMITTEE**

The Steering Committee may meet as necessary to set agendas for the membership meetings and to take action between meetings of the membership. Quorum for Steering Committee meetings will be one half (½) of the current officers. Actions of the Steering Committee must be reported at the next membership meeting.

**ARTICLE X.  
FINANCES**

The Steering Committee is responsible for oversight of the Association's finances, and may set such rules as are necessary to ensure proper handling of the Association's funds. Funds of the Association may be disbursed only upon a vote of the membership or its Steering Committee, except for such recurring expenses as are included in the approved budget. Items purchased by the Association are considered property of the Association and shall not be used by individuals or organizations for purposes outside the mission of the Association.

**ARTICLE XI.  
REPRESENTATIVES TO OTHER ORGANIZATIONS**

The Association may, by vote of the membership, join a neighborhood planning council or other organization to which it is entitled to send representatives. Such representatives shall be elected for a term of one year at the annual Elections Meeting by a simple majority vote. Unexcused absences from three consecutive membership meetings of the Association or failure to meet the obligations specified by the By-Laws of the organization in which the representative represents the Association shall be considered resignation. Representatives may be removed from office by a two-thirds (2/3) vote of members present at any meeting provided a seven (7) day notice of such a motion has been distributed to all members. Vacancies will be filled by majority vote of the Steering Committee

**ARTICLE XII.  
PUBLIC ACTION OR REPRESENTATION**

No individual or committee shall take public action nor shall any member represent him or herself as speaking with the support of or in the name of the Association unless prior authorization is received by a vote of the membership, except as provided for in the By-Laws.

**ARTICLE XIII.  
ENDORSEMENTS**

The Association may not endorse or support a candidate for public office. Officers and members of the Association may endorse or publicly support a candidate as individuals, but the name of the Association may not appear in connection with such support.

The Association, by vote of the membership, may take a public position on proposed government actions that may affect the neighborhood.

**ARTICLE XIV.  
BY-LAWS**

Adoption of any proposed amendments to these By-Laws shall only be acted on at meetings of the membership. Proposed amendments must be announced to members seven (7) days before the meeting. Passage of an amendment to these By-Laws requires a 2/3 (two-thirds) vote of the members present.

**ARTICLE XV.  
MERGER AND DISSOLUTION**

The Association may merge, in whole or part, with any contiguous neighborhood association if such a merger is deemed to be in the best interest of both parties. The merger must be approved by a two-thirds (2/3) vote at a membership meeting called for that purpose. All members must be notified in writing seven (7) days prior to the meeting. . If EENA has voted to merge with another association, the other party to the merger will be asked to confirm its decision to merge by a vote of their general membership. All assets of the Association shall be transferred to the newly merged Association.

The association may be dissolved by a two-thirds (2/3) vote at a membership meeting called for that purpose. All members must be notified in writing at least seven (7) days prior to the meeting. Should a meeting to consider dissolution fail to achieve quorum, , the remaining officers may dissolve the association by majority vote. Upon dissolution, all assets of the association shall be donated to a not-for-profit organization whose mission is in keeping with the mission of the Association.

**ARTICLE XVI.  
EFFECTIVE DATE**

These By-Laws shall go into effect at the beginning of the Elections meeting following their adoption. Until that time, the Association shall operate under the By-Laws in effect at the time of adoption.