

The BYLAWS OF

THE NORTH WOODSIDE CITIZENS' ASSOCIATION, INC.¹

PREAMBLE

We, the residents and property owners of the North Woodside Community, in order to advance the civic interests of the community and its environs, adopt these bylaws.

ARTICLE I

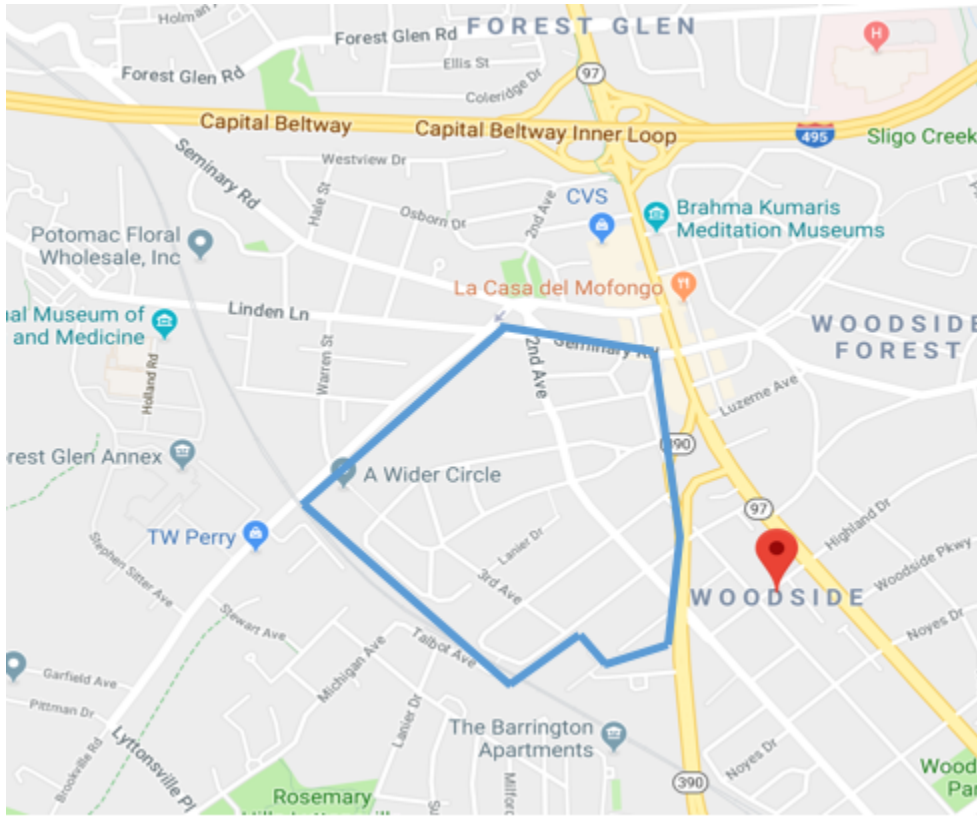
Name, Purpose, and Territory

Sec. 1. The name of this organization shall be the NORTH WOODSIDE CITIZENS' ASSOCIATION, INC.

Sec. 2. The organization's purpose is for community residents and owners to join together to improve quality of life in the neighborhood, to improve and educate on neighborhood and regional conditions, including societal, environmental and economic impacts, and safety, to solicit and receive funds for the accomplishment of the above purposes, and to pursue any other purpose permitted to be pursued by a charity, as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations. In addition, we acknowledge our neighborhood's history of legal and de facto segregation and seek to make North Woodside a place for all people.

Sec. 3. The territory of the Community served by the Association (the "Territory") shall be bounded on the north by Brookville Road and Seminary Road, on the east by Georgia Avenue and Sixteenth Street, on the west by the CSX Railroad tracks, and on the south by the houses on the south side of Elkhart Street, all as delineated on the below map:

¹ Association by-laws adopted May 1984. Amendments were adopted in May 1991, and again in February 1994, May 2019, May 2021, and May 2023.



ARTICLE II Membership and Dues

- Sec. 1. The Association shall be composed of contributing members, non-contributing members, and honorary members.
- Sec. 2. All residents and residential property owners are automatically, by reason of their residence in, or ownership of, residential property in the Territory, non-contributing members.
- Sec. 3. All residents and residential property owners in the Territory who reside within a household that pays annual dues are contributing members. Contributing members shall be the only members entitled to vote at General Membership Meetings.
- Sec. 4. Honorary membership is limited to former residents in the Territory, who may be granted such membership by a majority vote of the Executive Board, or, in the Executive Board's discretion, upon majority vote of the contributing members at any General Membership meeting. The Executive Board shall keep track of honorary membership and list honorary members in the appropriate records.

Sec. 5. Annual dues shall be determined by the Executive Board on a “per household” annual basis, at the end of the Association’s fiscal year but before the May General Membership Meeting. Annual dues shall be established with at least two levels and will include a standard level, and a community supported level. The community supported level shall be low enough that residents shall not be excluded from membership for financial reasons.

ARTICLE III

Officers and Executive Board

- Sec. 1. The officers shall make up the Executive Board of the Association, and shall consist of a President, a Vice-President, a Secretary, a Treasurer, an Immediate Past President, a Communications Coordinator, and a Program Coordinator, who shall perform all duties incident to such offices. With the exception of the Treasurer, Executive Board offices may be shared between two people as co-officers with equal responsibilities. The names and e-mail addresses of the officers of the Association shall be listed in the newsletter and the Association website.
- a. The President is responsible for running the day to day activities of the Association, setting agenda for and running the Executive Board meetings and General Membership meetings, appointing Association committees, and acting as the official representative of the Association when required, unless the President delegates such representation to another Association member.
 - b. The Vice President serves as the official representative of the Association when the President is unavailable or at the President’s request, and undertakes other duties as delegated by the President, or as needed by the Association.
 - c. The Secretary is responsible for documentation and record-keeping of the Association’s activities, including recording all Executive Board and General Membership meeting minutes, and maintaining these by-laws, and all official correspondence, resolutions, or other official acts of the Association in its records.
 - d. The Treasurer is responsible for the Association’s finances, including accepting dues/donations and providing receipts, disbursing funds, maintaining the Association’s tax-exempt status by filing the required annual reports, and reporting to the Executive Board and the membership on the Association’s finances in accordance with these By-laws. The Board may request that the Treasurer prepare an annual budget. The Treasurer is also responsible for maintaining the official current contributing membership list for the Association.

- e. The Communications Coordinator is responsible for coordinating and editing the Association newsletter, ensuring that key Association information is communicated to the neighborhood listserv and/or social media, and keeping the Association's website current. The Communications Coordinator may appoint administrators or ad-hoc committees to assist with these duties.
- f. The Program Coordinator is responsible for planning, coordinating and communicating regarding neighborhood events and programs sponsored by the Association. The Program Coordinator may appoint administrators or ad-hoc committees to assist with these duties.
- g. The Immediate Past President shall have served the previous year, or consecutive years, as President of the Association. If the President of the Executive Board serves more than one year as President, the preceding President may serve as Immediate Past President during the entire period of the current President's term. The Immediate Past President is responsible for providing advice and assistance to the President and providing transitional support to the Executive Board. The Immediate Past President shall also serve as Chair of the Executive Board Nominating Committee.

Sec. 2. A vacancy in any office, by resignation or otherwise, shall be filled by appointment by the President, except that the President shall not fill the office of Immediate Past President in the event of a vacancy in that office. A vacancy in the office of President shall be filled by the Vice-President, until the next regular meeting of the Association, at which time a special election will be held for the office of President. The General Membership shall be notified in advance of such an election, through the website and/or the listserv and/or Association social media, and if practicable, by means of the Association newsletter or a special flier.

Sec. 3. The Executive Board shall adopt a conflict of interest policy to address situations where individuals' obligation to further the organization's charitable purposes is at odds with their own financial interests, or could lead to the appearance of impropriety. The policy shall be made available on the Association website.

ARTICLE IV

Elections

Sec. 1. All officers on the Executive Board except the President and Immediate Past President shall serve a term of one year and can be re-elected year over year. Election of all officers of the Executive Board, except the Immediate Past President, shall be made at the Annual General Membership meeting in May of each year. Any contributing member may be nominated, except that no person may serve as President for more than three consecutive terms of one year each;

but a partial term served by a President of six months or less shall not be considered as a term, for these purposes.

Sec. 2.

- a. The Executive Board will appoint a Nominating Committee each year in order to form and submit a slate of nominees for the Executive Board elections. The current President may not serve on the Nominating Committee. The Immediate Past President shall serve as the Chair of the Nominating Committee. The remainder of the Nominating Committee may be formed of at least two contributing members not on the current Executive Board. The appointment of the Nominating Committee must occur 45 days prior to the May Annual General Membership meeting, and no later than April 15 of each year. On or before April 30 of each year, the Nominating Committee shall announce by the website and/or listserv or social media that it is accepting nominations for Executive Board positions, and shall provide the job responsibilities for each Board member and the Board in general. The Nominating Committee shall inform the community whether an incumbent is interested in remaining in the position or not. If the Nominating Committee receives no nominations for a given position, it shall seek to recruit nominees for the position. The Nominating Committee's slate of nominees shall be announced to the community through the most effective and practical communications methods outlined in Article VII, at least two weeks prior to the May Annual General Membership meeting. The Association is committed to ensuring that it represents all of its neighbors, and will endeavor to recruit neighbors with a wide and diverse array of perspectives, skills, knowledge, and backgrounds to fill Executive Board and committee chairperson positions.
- b. Nominations for offices may also be made by any contributing member during the May Annual Membership Meeting.

Sec. 3. All voting for contested positions shall be done by secret ballot. A majority vote shall constitute an election. In case of a tie vote, another vote shall be taken eliminating all nominees except the two highest.

Sec. 4. Officers shall serve from June 1st until May 31st.

ARTICLE V
Delegates to Regional Civic Federations

The President shall appoint the delegates to any regional federation in which this Association participates.

ARTICLE VI

Meetings

Sec. 1. General Membership Meetings

- a. There shall be AT LEAST one General Membership Meeting each year, to be held in the month of May.
- b. The Executive Board may call a General Membership Meeting at any reasonable time.
- c. A special General Membership Meeting may also be called upon the request of five or more members, or at the discretion of the President.
- d. All General Membership Meetings shall be announced to the citizens of the Association at least seven (7) days in advance through the most effective and practical communications methods outlined in Article VII.
- e. General Membership Meetings may be held in person or virtually. Voting may also take place by virtual or mail ballot at the discretion of the Executive Board. Contributing membership status must be verified whenever voting takes place.

Sec. 2. Executive Board Meetings

- a. The Executive Board shall meet AT LEAST six (6) times annually, and at other times as required, in order to conduct the business of the Association. Such meetings can be conducted via teleconference or videoconference in the President's discretion. Members shall continue to be invited to Board Meetings if held by teleconference or videoconference.
- b. Executive Board meetings shall be open to the general membership.
- c. The dates of Executive Board meetings shall be listed through the most effective and practical communications methods outlined in Article VII; members of the Board may also be contacted to find the times and locations of Executive Board meetings.
- d. Minutes of Executive Board meetings shall timely be made available to the community.

ARTICLE VII

Communications

The Executive Board will communicate to the neighborhood in a manner that is calculated to reach as many residents and owners as possible and practicable. Official communications methods may include an email listserv, website, newsletter, social media, flyers, and yard signs. Only members of the Association, whether non-

contributing, contributing, or honorary, may be members of the neighborhood listserv or private social media channels.

ARTICLE VIII Parliamentary Rules

The proceedings of the association shall be governed by and conducted according to the latest edition of Roberts Rules of Order and by these bylaws.

ARTICLE IX Quorum

- Sec. 1. A quorum, for Executive Board meetings, shall be a majority (more than 50%) of currently serving officers.
- Sec. 2. A quorum for the purpose of a General Membership meeting shall be no less than fifteen (15) contributing members, provided that at least a quorum of the Executive Board is also present to conduct the meeting.

ARTICLE X Association Finances

- Sec. 1. The fiscal year of the association shall be June 1 of each year to May 31 of the following calendar year.
- Sec. 2. The Treasurer shall collect dues and maintain the list of current contributing members of the association. The Treasurer shall also keep account of all income and expenses of the organization.
- Sec. 3. The Treasurer shall prepare and deliver a report at the May Annual General Membership Meeting on the Association's income and expenses for a) the Fiscal Year to date; and b) a comparison of the past twelve months with the prior twelve-month period. The Report shall note at least the top five expenditures for the Association during the current Fiscal Year. The Treasurer's annual report shall also report on the current bank account total. The Treasurer shall also report the current number of paid households and how this compares to the prior year.
- Sec. 4. The Treasurer shall prepare and deliver a report at each Executive Board Meeting on: a) numbers of current contributing members of the Association; b) bank account balance; c) income/expense for Fiscal Year to date; and d) income/expense changes from prior report to Board.

Sec. 5. No disbursement of funds of the Association, including expense reimbursement, shall be made unless approved by both the President and Treasurer. No appropriation of funds over \$100 shall be made unless approved by the Executive Board. No appropriation or disbursement of funds shall be made for any purpose other than to defray the expenses of the regular functional activities of the Association, or, in the judgment of the Board, to advance the civic interests of the community and its environs. No appropriation or disbursement of funds that constitutes more than 10% of the Association's existing cash on hand shall be made, unless the contributing members are notified, through the most effective and practical communications methods outlined in Article VII, of the Board's approval of such expenditure, two weeks before funds are actually expended. Should there be objections to such expenditures by contributing members, they may call for a General Membership Meeting pursuant to the procedure in Art. VI, Sec. 1 of these by-laws. If such General Membership Meeting is convened and a quorum of contributing members attends, a majority vote of the contributing members present can overrule the Executive Board's expenditure approval.

ARTICLE XI

Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the contributing members present at the May Annual General Membership Meeting, or any special meeting of the General Membership called for such a purpose, provided notice of the proposed amendment shall have been presented to the Association at a previous meeting or by written notice via newsletter, listserv, website, or other social media. Amendments shall have immediate effect except as otherwise provided by the vote of contributing members approving the amendments.

ARTICLE XII

Committees

Any special committees deemed necessary for the conduct of business of the Association shall be appointed by the Executive Board. The chairpersons of any such committees shall be appointed by the President, and the President shall serve ex officio on all committees. The committees thus created shall be obliged to report to the Executive Board at regular meetings when requested, and shall be disbanded when their purpose has been accomplished.