

# **Bayside Neighborhood Association**

## **BYLAWS**

### **Agreements, Definitions and Commitments**

**November 2012**

## 1. Name

The name of this association will be the Bayside Neighborhood Association, hereafter referred to as BNA.

## 2. Statement of Purpose

The Bayside Neighborhood Association brings members of the Bayside community together. BNA brings conversations *about* Bayside *to* Bayside and to the greater community in a way that organizes, informs, and empowers residents, social service and other organizations, local businesses and city representatives to form meaningful and long-term partnerships. BNA preserves and promotes safety, multi-cultural diversity, housing, and carefully planned social, economic, and physical development in this unique urban community.

## 3. Seal

BNA shall have a circular seal containing the name of the corporation, Maine, and the year of its creation, provided that BNA may substitute a wafer seal or a seal in any other form in respect of any particular document or instrument in which case such seal shall be the seal of the BNA for all purposes of law.

## 4. Neighborhood Boundaries

Franklin Street, to Congress Street, to Forest Avenue, to Interstate 295.

## 5. General Membership

### **Individual Membership**

The General Membership shall be open to any individual engaged with Bayside as a place to live, work, and play. An individual member shall have the right to speak and to vote at all meetings, including Annual and/or Special meetings.

### **Board Organizational Membership**

Organizational members are for-profit and non-profit entities within the boundaries of the BNA that have an interest in the neighborhood. They shall have the right to speak and to have one vote at all meetings, including Annual and/or Special meetings. Organizational members are eligible to be nominated to be a candidate for the Board. Each Organizational Member shall appoint a representative to attend meetings of BNA.

## **6. Board**

### **Duties and Powers**

The Board will act in the name of BNA and will be responsible for all activities of BNA and shall manage the property and affairs of BNA. The Board will:

- A.) exercise all powers of BNA and effect all acts required by public law and the bylaws;
- B.) establish, at their first formal meeting, at least a Bylaws Committee, a Budget and Finance Committee, a Membership Committee and a Nominating Committee;
- C.) elect the Board officers, except the President of the Board, and appoint the chairs of the Bylaws, Budget and Finance, Membership and Nominating Committees;
- D.) report proceedings promptly to the BNA membership and to the Portland community at large;
- E.) be required to allocate time for public comment from the membership and individuals on complaints, suggestions and issues; and take appropriate action;
- F.) elect assistants to the officers as needed.

### **Composition**

- A.) The Board will consist of elected officers of BNA together with at least 11 and no more than 21 members.
- B.) The candidates for the Board will be nominated by the Nominating Committee and elected by the General Membership at the first and all succeeding Annual meetings.
- C.) The term of office of the Board members is two years unless they are officers of BNA, in which case their terms of office on the Board will coincide with the terms of the offices they hold.
- D.) Board members may serve successive terms without limit.
- E.) At the first election of the Board members, approximately one half of the members will be elected for one-year terms and the other half for two-year terms, thereby establishing two groups within the Board based on and known by the year of their election. After that, approximately one half of the Board members will be elected each year for two-year terms.
- F.) The Board will elect its officers, excluding the President, at its first meeting following each Annual meeting.

G.) The Board shall be responsible for the solicitation of donations from the public or from such other sources as it deems appropriate for the purpose of providing for the needs of BNA. No donations shall be solicited or accepted in any manner inconsistent in the requirements of a tax-exempt organization under the Internal Revenue Code.

BNA may conduct other revenue producing activities for the purpose of supporting its primary purposes, provided such activities are consistent with the requirements of a tax-exempt organization.

H.) The Board shall consist of at least two-thirds members who are considered residents of Bayside according to the BNA bylaws.

The characteristic of being a resident of Bayside shall be considered the primary characteristic of a Board member for the purpose of determining the two-thirds minimum requirement as described above.

### **Meetings**

A.) The Board shall hold its annual meeting for the election of officers and any other business following the Annual Meeting of the membership. The date, time and place of the annual meeting of the Board may be determined by the Board, or if the Board has not so determined, by the President. Regular meetings of the Board shall be held in such places and at such times as the Board may determine, and if so determined, no notice thereof need be given.

B.) Special meetings of the Board may be held at any time or place, whenever called by the President or on the written request of three members of the Board, reasonable notice thereof being given by the member calling the meeting to each Board member, or at any time without formal notice, provided all the Board members are present or those not present have waived notice thereof. Such special meetings shall be held at such times and places as the notice thereof or waiver shall specify.

### **Quorum**

A majority of the members of the Board then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the same may be held as adjourned without further notice. When a quorum is present at any meeting a majority of the members of the Board present shall decide any question brought before such meeting.

## **7. Officers**

The officers of BNA will be a President, a Vice-President, a Secretary and a Treasurer. The terms of officers will be one year, commencing on the date of their election and ending with the election of their successors. Any officer may serve for any number of consecutive terms. Officers and Board members will not be compensated for their services.

### **Responsibilities of the President**

Unlike all other officers, the President shall be elected by the General Membership at the Annual meeting and must live within the BNA's boundaries as defined in the bylaws. The President will serve as the principal executive officer of BNA, with the following responsibilities:

- A.) develop and maintain BNA's membership, which may be delegated to the Membership Committee;
- B.) preside at all meetings of the Board and the Annual meeting;
- C.) develop and maintain BNA's relationship with other neighboring organizations and the City of Portland;
- D.) coordinate and support the activities of BNA's committees;
- E.) establish and terminate ad hoc committees;
- F.) require any committee to report on its proceedings at any time.

### **Responsibilities of the Vice-President**

- A.) In the absence of the President, the Vice-President will preside at meetings of the Board and the Annual meeting.
- B.) The Vice-President will be the understudy of the President and will serve in any situation where the President is not present as the executive officer of BNA and will also assist the President in all duties that the President may delegate to his or her office.

### **Responsibilities of the Secretary**

The Secretary, will serve as the recording and archives officer of BNA, with the following responsibilities:

- A.) organize and maintain BNA's records, other than financial records, including the current Bylaws and Agreements, Definitions and Commitments, the membership lists, committee rosters and minutes; the policies adopted by the Board, its procedures, meeting minutes and official correspondence;
- B.) give public notice, at least two weeks in advance, of the location, time, place and agenda of all meetings of the Membership and Board meetings, except for those Board meetings to be convened in executive session;
- C.) give public notice (in at least, but not limited to, one mass media publication), at least thirty days in advance of the location, time, place and agenda of the Annual meeting.

### **Responsibilities of the Treasurer**

The Treasurer will serve as the financial officer of BNA, with the following responsibilities:

- A.) receive, keep custody of, and disburse all funds and be responsible for all properties owned by BNA;
- B.) maintain, record and keep on file records of BNA's fiscal accounts;
- C.) make such financial reports as the Board may require, including reports of all funds received by, allocated to or expended by each committee;
- D.) arrange for deposit of all BNA funds in banks approved by the Board;
- E.) serve as the chair of the Budget and Finance Committee, or delegate this duty to his or her assistant;
- F.) promptly pay all accounts submitted by committees up to, but not beyond, the total funds allocated to, collected by or earned by each committee;
- G.) be required to make sure that an annual financial review occurs of all financial transactions
- H.) A financial disbursement of more than \$500.00 requires two signatures, of which one is the Treasurer, and the other shall be the President.

## **8. Nomination, Election and Voting Process**

### **Eligibility for Election**

Three categories of General Member shall be eligible for nomination to serve on the Board: Residents and/or Owners, Organizational Representatives and Affiliated Members.

### **Residents and/or Owners**

A General Member of the BNA is eligible for nomination to the Board if s/he (a) maintains their primary residence within the boundaries of Bayside or (b) personally owns property located within the boundaries of Bayside.

### **Organizational Representatives**

A General Member who is an assigned representative of a for-profit or not-for-profit organization with business activities within the boundaries of Bayside and a vested interest in the neighborhood, is also eligible for nomination to the Board. Organizations shall elect a single person to serve as primary representative, but may also assign a proxy member to attend in the place of the primary member when s/he cannot be in attendance.

### **Affiliated Members**

Up to two General Members who do not fit into the above categories are eligible for nomination to the Board.

### **Eligibility for Election as President**

Only Residents and/or Owners are eligible to be nominated or elected President of BNA. Unlike all other officers, the President shall be elected by the General Membership at the Annual Meeting and must live within the neighborhood boundaries as defined in the Bylaws.

### **Nominating and Election Procedures**

- A.) All voting for elected positions will be by written ballot.
- B.) All individual members, individual charter members and organizational members may cast one vote on each matter submitted to a vote at the Annual meeting.
- C.) If a tie vote occurs in any election, the Nominating Committee will immediately conduct a run-off election between those candidates receiving the same number of votes.

## **9. Meetings**

### **The Annual Meeting**

- A.) The Annual Meeting of BNA will be held in May of each year, at a time and place approved by the Board.

In the event that such annual meeting is omitted by oversight or otherwise during the period herein provided for, a substitute annual meeting may be held in place thereof, and any business transacted or elections held at such meeting shall be valid as if transacted or held at the annual meeting. Such substitute meeting shall

be called in the same manner and as prescribed for special membership meetings. Except when otherwise required by law or by these bylaws, any business may be transacted at the annual meeting irrespective of whether or not the notice of meeting shall have contained a reference thereto.

- B.) Election of the President and members of the Board will take place at the Annual Meeting.
- C.) At any Annual Meeting or special meeting of the membership the presence in person or by proxy of a majority of members of the Board shall constitute a quorum, but a majority of those Board members as may be present at which a quorum is not present may adjourn any meeting to a future date at which a quorum shall be present or represented. No notice of the adjourned meeting need be given if the time and place are announced at the meeting at which the adjournment is taken and the adjournment is less than thirty (30) days. When a quorum is present at any Annual Meeting or special meeting, a majority of votes cast by those entitled to vote on the subject matter shall decide any questions brought before such meeting, unless some greater vote is required by law, the articles of incorporation or these bylaws. The Board members present at a duly called or held Annual Meeting or special meeting at which a quorum was once present may continue to do business at the meeting or any adjournment thereof, notwithstanding the withdrawal of enough members to leave less than a quorum.
- D.) No political activities relating to the election of candidates will be permitted in or around the Annual Meeting.

### **Special Meetings**

Special meetings of the membership may be called by any one of the following:

- a. Any member
- b. President
- c. Majority of the Board

Notice of the meeting stated at the time, place and purpose thereof shall be given at least ten days before the date of such meeting. Notice may be given by 1) telephone, 2) email, 3) mail, or 4) hand-delivery.

### **Meetings in General**

- A.) Each committee shall determine the dates, times and places of its meetings.

- B.) Unless otherwise stated in these bylaws, all meetings of BNA and its committees will be held at accessible public locations, at convenient times and open to the public.
- C.) Committee meetings convened for the specific purpose of assessing a member's conduct or to consider the purchase or sale of property to be acquired by BNA will be held in executive session with prior approval of the Board. However, all actions, without debate, will be taken in public.
- D.) Every action of a committee taken in executive session will be reported to the Board the day following the meeting at which the action occurred.
- E.) Any notice of meeting may be waived by a member submitting, before or after the meeting, a signed waiver or by attendance at the meeting.

## **10. Attendance, Vacancies and Removal Process of Steering, Standing and Ad Hoc Committee Members**

### **Vacancies**

Vacancies that occur on the Board will be filled by the BNA's President and approved by the Board following the vacancy. This process is to be used only for positions that were originally elected by the general membership and valid only until the next Annual Meeting.

### **Attendance**

The Board is required to have and enforce an attendance policy for itself.

### **Removal from Office**

Any elected officer or member of the Board may be removed from office for just cause as determined by a two-thirds vote of the Board, if they deem the just cause to be pressing and immediate. In addition, any elected officer may be removed from office for just cause as determined by written ballot of two-thirds of the BNA membership present and voting at a special meeting called for that purpose, with both sides being given two weeks opportunity to present their case.

## **11. Standing Committees and Ad Hoc Committees**

### **Composition of Committees**

- A.) All committees will be comprised of those individuals who, in the opinion of the committee's chair, are regarded as most capable of effecting the committee's responsibilities.

- B.) The chairs of all committees, but not necessarily its members, must be members of the Association in good standing.

### **Operating Guidelines for all Committees**

- A.) Committee chairs will promptly remit to the Treasurer all funds received and will promptly account to the Treasurer for all funds expended.
- B.) Committee chairs will arrange for the recording of the minutes of each meeting and will provide a detailed copy of all approved minutes to the Secretary as soon as possible following each meeting.
- C.) Unless specifically authorized to do so by the Board, committee members and chairs will not make public statements in the name of the Association.

### **Quorums and Actions**

- A.) One half of the members of any committee will constitute a quorum for the transaction of business.
- B.) The act of the majority of those present at any committee meeting at which a quorum is present will be regarded as an act of the whole committee.

## **12. Standing Committees**

The Board will appoint all Standing Committee Chairs. It will oversee and present to each Standing Committee Chair a written set of operating guidelines that describe the role and function of the committee. The term of standing committee members will be two years.

### **Budget and Finance Committee**

The Budget and Finance Committee will:

- A.) prepare, review, recommend and monitor the Association's annual budget;
- B.) present an annual budget to the Board for their approval, with line-item recommendations for each fiscal objective.

### **Nominating Committee**

The Nominating Committee will:

- A.) provide written rules and procedures for the committee's actions regarding nominating and elections;

- B.) prepare a list of all available candidates for each seat on the Board that is to be filled at the Annual Meeting, and present this list to the Secretary at least thirty days before the Annual Meeting;
- C.) conduct the elections at the Annual Meeting.

### **Membership Committee**

The Membership Committee will solicit, enroll, orient and integrate the membership of the Association.

### **Ad Hoc Committees**

Ad hoc committees may be established or terminated at any time by the President of the Board.

## **13. Amendments**

Amendments to the bylaws may be approved by the membership qualified to vote at any annual or special meeting of the membership provided that at least twenty-eight (28) days public notice of the proposed amendment is given, including the exact wording of proposed amendments.

## **14. Conflict of Interest Statement**

Any member of the Board that has a conflict of interest shall disclose such conflict, and if directed by a majority vote, will abstain from voting on any matter before the Board.

## **15. Grievance Process**

Any member may bring forth, on his or her behalf or on the behalf of other members, a grievance to the Board. If the member does not feel this process is successful, he or she may bring the grievance to the next general membership meeting.

## **16. Right to Indemnification**

BNA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Board member, officer, employee or agent of BNA, or is or was serving at the request of BNA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided for

any person with respect to any matter as to which he or she shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of BNA or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his or her action was in the best interests of BNA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The rights of indemnification provided under this Section 15 of the By Laws shall not limit any greater rights of indemnification which may now or in the future be provided under Title 13-B of the Maine Revised Statutes Annotated.

### **Indemnity Against Expenses**

Any provision of subsection A to the contrary notwithstanding, to the extent that a Board member, officer, employee or agent of BNA has been successful on the merits or otherwise in defense of any suit or proceeding referred to in Subsection A, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.