

Bayside Neighborhood Association

BYLAWS

January 2020

1) **Name**

The name of this association is 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) **Neighborhood Boundaries**

The boundaries of the Bayside neighborhood are Franklin Street, Congress Street, Forest Avenue, and Interstate 295.

4) **Membership**

BNA Membership shall be open to any individual engaged with Bayside as a place to live, work, and play.

Membership requirements and benefits shall be defined in a Membership Policy document. Formal membership shall comply with the State of Maine statute Title 13-B, Maine Nonprofit Corporation Act.

5) **Board of Directors**

a) **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. Board members will not be compensated for their services. The Board will:

- i) exercise all powers of BNA and effect all acts required by public law and the bylaws;
- ii) advise the President in establishing Committees as needed;
- iii) elect the Board Officers, excluding the President, at its first meeting following each Annual meeting;
- iv) advise and assist Board Officers in their duties as needed.

b) **Composition**

- i) The Board will consist of at least 11 and no more than 18 members. This number includes all 4 officers.
- ii) The candidates for the Board will be nominated by the current Board of Directors and elected by members at the Annual Members' Meeting.
- iii) The term of office for Board members is two years, except for Ex-Officio Board members.
- iv) The term of office for Ex-Officio Board members is one year.
- v) Board members may serve successive terms without limit.
- vi) On alternate years, approximately one half of the Board of Directors will be elected for two-year terms, thereby establishing two groups within the Board based on and known by the year of their election.
- vii) 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 and State of Maine statute Title 13-B, Maine Nonprofit Corporation Act.
- viii) 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 as defined by state and federal law.

6) 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 will not be compensated for their services.

a) Responsibilities of the President

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

- i) preside at all meetings of the Board and the Annual Members' Meeting;
- ii) develop and maintain BNA's relationship with other neighboring organizations and the City of Portland;
- iii) establish, maintain, and terminate BNA Committees, both standing and ad hoc;
- iv) develop and maintain BNA's membership, which may be delegated to a Committee;

- v) represent BNA in statements to City of Portland council, committees, and staff; general public; and the media; or designate a Board Member to do so.

b) Responsibilities of the Vice-President

The Vice-President will serve as deputy to the President, and work closely with the board of directors to develop, plan and enforce policies so BNA can achieve its goals. The Vice-President will serve as the secondary executive officer of BNA, with the following responsibilities:

- i) In the absence of the President, the Vice-President will preside at meetings of the Board and the Annual Members' Meeting.
- ii) 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.

c) Responsibilities of the Secretary

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

- i) record meeting minutes, or designate a scribe;
- ii) organize and maintain BNA's records, other than financial records, including the current Bylaws, Articles of Incorporation, Annual Report, Policies, legal filings, membership lists, committee rosters, meeting minutes and official correspondence;
- iii) give public notice, at least two weeks in advance, of the location, time, place and agenda of all meetings of the Membership and Board, except for those Board meetings to be convened in executive session;
- iv) 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 Members' Meeting.

d) Responsibilities of the Treasurer

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

- i) receive, keep custody of, and disburse all funds and be responsible for all properties owned by BNA;
- ii) maintain, record and keep on file records of BNA's fiscal accounts;
- iii) make such financial reports as the Board may require, including reports of all funds received by, allocated to or expended by each committee;
- iv) arrange for deposit of all BNA funds in banks approved by the Board;

- v) promptly pay all accounts submitted by committees up to, but not beyond, the total funds allocated to, collected by or earned by each committee;
- vi) be required to make sure that an annual financial review occurs of all financial transactions
- vii) A financial disbursement of more than \$500.00 requires two signatures, of which one is the Treasurer, and the other shall be the President.

e) Responsibilities of Officers

In addition to the specific duties of each office, the four Officers shall be responsible for:

- i) Ensuring the sustainability of the BNA by monitoring nominations to the Board.
- ii) Planning and management of the Annual Meeting, including ensuring an adequate slate of Board nominees.
 - i. provide written rules and procedures for BNA Board and Members' actions regarding nominating and elections;
 - ii. 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;
 - iii. conduct the elections at the Annual Meeting.
- iii) Planning and management of a yearly Visioning Session (Retreat or other Special Meeting) for the Board within 90 days after the elections at the Annual Meeting.
- iv) Annual review of the Bylaws and Policies.

7) Board Nominations, Elections and Voting Process

a) Eligibility and Process for Election to the Board of Directors

BNA Board Membership shall be open to any individual engaged with Bayside as a place to live, work, and play. The Board Officers shall prepare a list of all available candidates for each seat on the Board that is to be filled, and present this list to the Secretary at least thirty days before the Annual Members' Meeting.

- (1) Four categories of BNA Members shall be eligible for nomination to serve on the Board: Residents, Owners, Organizational, and Affiliated.
 - (a) **Residents**
A member of the BNA is eligible for nomination to the Board if s/he maintains their primary residence within the boundaries of Bayside.

(b) Owners

A member of the BNA is eligible for nomination to the Board if s/he personally owns property located within the boundaries of Bayside.

(c) Organizational Representatives (Ex-Officio)

At the Board's discretion, up to two Board seats may be assigned to a for-profit or not-for-profit organization with business activities within the boundaries of Bayside and a vested interest in the neighborhood. Such organizations shall designate 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.

Organizational Representatives shall have the right to speak and to have one vote at all meetings, including Annual and/or Special meetings.

(d) Affiliated Members

BNA members who do not fit into the above categories but are otherwise eligible.

(2) The Board shall consist of at least two-thirds members who are considered residents of Bayside according to the BNA bylaws (primary residence within the boundaries described in clause 3).

(a) 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. For instance, if someone is an Organizational Representative who is a resident of Bayside, that counts toward the two-thirds minimum.

b) Eligibility and Process for Election to the Office of Treasurer, Secretary, and Vice-President

(1) Nominees for Officers must be current members of the Board of Directors.

(2) Officers are elected by the Board of Directors at the first monthly meeting following the Annual Members' Meeting.

c) Eligibility and Process for Election to the Office of President

(1) Nominees for President must meet the requirements for eligibility for the Board of Directors (above).

(2) Only Bayside residents (primary residence within the boundaries described in clause 3) are eligible to be nominated or elected President of BNA.

(3) Unlike all other Officers, the President shall be elected by BNA Members at the Annual Members' Meeting

d) Nominating and Election Procedures

i) All voting for Board of Directors and President will be by plurality vote at the Annual Members' Meeting.

ii) Voting for Officers will be by voice vote at the first monthly meeting following the Annual Members' Meeting. Only current Board Members are eligible to vote for Officers.

- iii) All BNA members are eligible to vote for President and Board of Directors. Eligible voters may cast one vote on each open position.
- iv) If a tie vote occurs in any election, the Board of Directors will immediately conduct a run-off election between those candidates receiving the same number of votes.

8) Responsibilities, Attendance, Vacancies and Removal Process of Board Members

a) Responsibilities

- a. Fully participate in Duties and Powers as described in clause 5a
- b. Materially contribute to the mission and goals of BNA in any or all of the following ways:
 - i. Chair or participate in a Standing or Ad Hoc Committee;
 - ii. Lead or contribute to efforts such as the spring clean-up, garden management, Baysider creation & distribution, email communications, social media posts, website updates and posts, etc.;
 - iii. Attend and/or participate in City meetings (Council, Boards/Committees, Task Forces, etc.);
 - iv. Pursue, digest, and disburse information on City activities on chosen or assigned topic(s);
 - v. Participate in meetings & communication with relevant parties (neighborhood residents, businesses, city-wide allies, etc.), according to BNA policy.

b) Attendance

Board Members are required to attend no fewer than 9 of the 12 Monthly Meetings per year. Special dispensation from this requirement shall be at the discretion of the President, as advised by the Board.

c) 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.

d) 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 eligible BNA members present and voting at a Special Meeting called for that purpose, with both sides being given two weeks opportunity to present their case.

9) Meetings

a) Monthly Meeting

BNA shall hold a regular monthly meeting, open to the public, for Board business, Committee reports and any other business. The date, time and place of monthly meetings may be determined by the Board, or if the Board has not so determined, by the President.

- i) The monthly meeting shall allocate time for public comment from BNA members and other attendees.
- ii) Meeting minutes shall be promptly shared with BNA members and the Portland community at large.
- iii) If a monthly meeting is cancelled due to unforeseen circumstances, it may be rescheduled prior to the next monthly meeting. No more than one meeting per year shall be cancelled without being rescheduled.

b) Annual Members' Meeting

BNA shall hold its Annual Members' Meeting for the election of the President and Board of Directors, and any other business. The date, time and place of the annual meeting of the Annual Members' Meeting may be determined by the Board, or if the Board has not so determined, by the President.

- i) The Annual Members' Meeting shall be held at a publicly accessible location between September 1 and November 30.
- ii) 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.
- iii) Election of the President and members of the Board will take place at the Annual Members' Meeting.
- iv) No political activities relating to the election of candidates will be permitted in or around the Annual Members' Meeting.

c) Special Meetings

Special meetings of the Membership may be called by the President or a 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) SMS/text message, 4) social media, 5) postal mail, and/or 6) hand-delivery.

d) **Board Meetings**

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; 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.

e) **Committee Meetings**

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

f) **Meetings in General**

- i) Unless otherwise stated in these Bylaws, all meetings of BNA, its Board and Committees will be held at accessible public locations, at convenient times.
- ii) Board and 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 may be held in executive session with prior approval of the Board. However, all Board actions, without debate, will be taken in public.
- iii) Committee activities will be reported to the Board promptly, no later than the next monthly meeting.
- iv) Unless otherwise stated in these Bylaws, decisions about whether to make meetings open to the public and to provide public notice shall be left to the discretion of Committee or meeting members.

10) **Quorum**

A majority of the Board of Directors 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.

- a) When a quorum is present, 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.
- b) Votes on non-election actions may be conducted by electronic transmission. A vote conducted by electronic transmission must be filed with the minutes of members' meetings and has the same effect as an in-person vote or a vote by proxy.

11) **Amendments**

Amendments to the bylaws may be approved by the Board of Directors 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.

12) 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.

13) 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.

14) 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.

15) Indemnity Against Expenses

Any provision of subsection A to the contrary notwithstanding, to the extent that a Board member, office, 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.