

Shepherd Historic District Neighborhood Association

# By - Laws



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**ARTICLE I - NAME AND PURPOSE**

The name of the Association shall be Shepherd Historic District Neighborhood Association (the "Association").

The Association Is organized and shall be operated exclusively for the charitable purpose of improving and beautifying the neighborhood, supporting and promoting historical preservation in the Shepherd Historic District, educating and assisting members in the prevention of residential crime and vandalism, and improving neighborhood and community relationships.

**ARTICLE II - BOUNDARIES**

The area included in the Association shall be the south side of NW 30<sup>th</sup> to the Shepherd Mall fence for the north boundary line; the south side of NW 25<sup>th</sup> for the south boundary line; the Shepherd Mall fence for the west boundary line; and the west side of Pennsylvania Avenue for the east boundary line. This area includes the 2100, 2200, and 2300 blocks of streets 25, 26, 27, 28, 29, and 30.

**ARTICLE III – MEMBERSHIP**

Section 1. Membership Composition

There shall be one class of voting membership open to any resident interested in the purposes and goals of the Association (each a "Member" and collectively the "Membership"). Voting is limited to one Member per household within the prescribed boundaries.

Section 2. Dues

The amount of the annual dues charged to all Members will be set on an annual basis by the Board with the concurrence of the majority of the Members in attendance at the Annual Meeting.

Section 3. Term of Membership

The term of Membership shall be one year.

Section 4. Annual Meeting

There shall be an Annual Meeting of the Membership during the first quarter of each calendar year, or whenever practical.

Section 5. Regular Meetings

Regular meetings of the Membership shall be scheduled by the Board at least quarterly.

Section 6. Special Meetings

Special meetings may be called by (i) the President, (ii) a majority vote of the Board, or (iii) any ten (10) Members by petition.

Section 7. Location of Meetings

Member meetings shall be held either within the neighborhood or within a reasonable traveling distance from the neighborhood.

Section 8. Notice of Meetings

Notice of all meetings shall be written and shall state the place, day, hour, and subject of the meeting. This notice shall be delivered either personally, by mail, or by electronic mail (email) to all residents no less than five (5) days or more than ten (10) days before the date of the meeting.

**ARTICLE IV - BOARD OF DIRECTORS**

Section 1. General Powers

The affairs of the Association shall be generally managed by its Board of Directors (collectively the "Board" and each individual Board member a "Director"). However, approval of any expenditure over \$1,000.00 shall require the approval of the majority of the Members in attendance at a regular or special meeting.

Section 2. Composition

Each block within the boundaries of the Association shall elect one of its resident Members ("Block Representative") to serve on the Association Board. The election of the Block Representative shall take place at the Annual Meeting.

Section 3. Number, Term, and Qualifications

The number of Board members shall be no less than ten (10) and no more than twenty-five (25). Terms shall commence at the Annual Meeting and shall continue until the following Annual Meeting. Vacancies on the Board shall be filled by the election of a new Block Representative at the next regularly scheduled Board meeting after the vacancy occurs.

Section 4. Regular Meetings

The Board shall make efforts to have regular monthly meetings, and shall, in no event, meet less than quarterly.

Section 5. Special Meetings

Special meetings of the Board may be called by the President or by any two (2) Board members.

Section 6. Location of Meetings

Board meetings shall be held either within the neighborhood or within a reasonable traveling distance from the neighborhood.

Section 7. Notice

Notice of any Board meeting shall be given at least three (3) days prior thereto by written notice delivered personally, mailed, or electronic mail (email) to each Director at his or her home address. If mailed, such notice shall be deemed to be delivered when deposited in the mail so addressed, with postage thereon prepaid. If notice be given by telephone, such notice shall be deemed to be delivered when the call is made. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum

Ten (10) Board members, made up of Block Representatives or representatives acting in the absence of the Block Representatives, shall constitute a quorum for the transaction of business at any Board meeting.

Section 9. Manner of Acting

The vote of the majority of the Directors present at a meeting at which a quorum is present shall constitute an act of the Board.

Section 10. Compensation

Directors shall not receive any payment for their services.

**ARTICLE V - THE OFFICERS**

Section 1. Number

The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The Membership may elect such other officers or assistant officers and such officers

shall have the authority and perform the duties prescribed by the Board. Any two (2) or more Offices may be held by the same person except the offices of President and Vice President.

Section 2. *Election and Term of Office*

The officers of the Association shall either be elected annually by the Members in attendance at the Annual Meeting or at a meeting of the Membership held at the earliest opportunity thereafter. New offices may be created and filled at any meeting of the Membership. Each officer shall hold office, unless removed, until his or her successor shall have been duly elected.

Section 3. *Removal*

Any officer may be removed by a petition signed by the majority of the Members in attendance at a regular or special meeting, or by a two-thirds vote of the members of the Board whenever, in their judgment, the best interests of the Association would be served thereby.

Section 4. *Vacancies*

A vacancy in any office may be filled by the Board for the remainder of its term.

Section 5. *President*

The President shall be the principal executive officer of the Association and shall supervise and control all of the business and affairs thereof. He or she shall preside at all Membership and Board meetings and shall be present at the execution of any deeds, mortgages, bonds, contracts, or other instruments which the Board or the Membership have authorized to be executed.

Section 6. *Vice President*

In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President and shall have all powers of and be subject to all of the restrictions upon the President. The Vice President(s) shall perform such other duties as may be assigned by the President or the Board.

Section 7. *Secretary*

The Secretary shall keep the minutes of all meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws, be custodian of the Association records, perform all duties incident to the office of Secretary, and perform such other duties as may be assigned by the President or the Board.

Section 8. Treasurer

If required by the Board, the Treasurer shall give a bond for the faithful discharge at his or her duties in such sum and with such surety or sureties as the Board shall reasonably determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for money due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI herein. The Treasurer shall also perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board.

Section 9. Block Captains

Each neighborhood block as described in Article II, shall have a block captain. The block captains will be primarily responsible for communicating events and delivering fliers or other information to those neighborhood residents residing on the block captains respective block.

**ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized herein, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts, other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers agent, or agents of the Association and in such manner as shall be determined by resolution of the Board.

Section 3. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept, on behalf of the Association, any contribution, gift, or bequest for the general purposes or for any special purpose of the Association.

## **ARTICLE VII - BOOKS AND RECORDS**

The Association shall keep a correct and complete set of books and records of accounts, the minutes of all meetings, and a record giving the names and addresses of the Directors at its registered or principle office. Prior to the Annual Meeting, the books will be subject to review by an audit committee appointed by the Board.

## **ARTICLE VIII - AMENDMENT TO BY-LAWS**

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by the Membership at any regular or special meeting of the Membership as long as the meeting notice contains an explanation of the proposed change(s).