

BYLAWS FOR BLUEMOUND HEIGHTS NEIGHBORHOOD ASSOCIATION LTD

A WISCONSIN NONPROFIT Association

ARTICLE I - NAME

Section 1. The name of the organization shall be the Bluemound Heights Neighborhood Association LTD, hereafter referred to as the Association.

ARTICLE II - BOUNDARIES

Section 1. The boundaries of the Association are outlined in the map below. This area will hereafter be referred to as the Bluemound Heights Neighborhood.



ARTICLE III - PURPOSE

Section 1. The purpose of the Association is to provide an organized framework to enhance the quality of life within the Bluemound Heights Neighborhood by: elevating and promoting the image of the neighborhood, creating a safe living environment, encouraging residents to become involved in community affairs, having a unified voice to address issues that impact the neighborhood, promoting a sense of pride and identity among the residents, providing an avenue for neighborhood social activities, and initiating and overseeing neighborhood improvement projects.

Section 2. This Association is organized exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States

Internal Revenue law.

Sections 3. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

Section 4. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - MEMBERSHIP

Section 1. Any person 18 year of age or older who resides, owns real property, or conducts business from real property within the Bluemound Heights Neighborhood is eligible for membership in the Association upon full payment of the annual dues.

Section 2. Annual dues shall be recommended by the Board of Directors and approved by a majority of the vote of the members in attendance at the Annual Meeting. The Association year and the fiscal year will be June 1st through May 31. New members may join the Association at any time during the calendar year and will be notified of renewal one month prior to membership expiring. Membership may be paid online through our website or in person to a Board member.

Section 3. Each member who has paid their annual dues is entitled to one vote. All issues shall be decided by a majority vote of the members present at the meetings. Proxy or absentee voting shall not be permitted.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors (Board) shall: supervise the affairs of the Association in accordance with the Association's stated purposes and policies; set the agendas for the regular meetings; transact any business between meetings of the Association and report thereon at the next meeting; and make recommendations to the general membership on the matters before the Association.

Section 2. The Board of Directors shall consist of a President, a Vice President, a Secretary, and a Treasurer. These Directors must be members of the Association and reside within the Bluemound Heights Neighborhood. An individual member may hold up to two offices on the Board; however, there shall be no fewer than three members on the Board at any given time, and the roles of President and Vice President shall not be filled by the same member.

Section 3. The term of each Director shall be two years. However, after the Association's very first annual election, the initial term of the Vice President and Secretary will be one year, then two years thereafter. There are no term limits and, therefore, Directors may serve any number of consecutive terms.

Section 4. Elections for Directors filling expired terms shall be held at the Annual Meeting. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a reappointment or replacement is made, the reappointment or replacement shall be considered effective on the date that the prior term expired. Board members whose terms have expired may continue serving

until they are either reappointed or until their successors are chosen.

Section 5. Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

Section 6. Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

Section 7. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

Section 8. Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Association, as long as a majority of disinterested Board of Directors approve the reimbursement. The Association shall not loan money or property to, or guarantee the obligation of, any Director.

Section 9 - Powers and Duties

a. President

- i.** The President will supervise and control the affairs of the Association and shall exercise such supervisory powers as may be given by the Board of Directors.
- ii.** The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors.
- iii.** The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.
- iv.** The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

b. Vice President

- i.** The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.
- ii.** The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

c. Secretary

- i.** The Secretary shall attest to and keep the bylaws and other legal records of the Association, or copies thereof.

- ii.** The Secretary shall ensure that the minutes of all meetings are recorded, and she shall keep copies of all minutes.
- iii.** The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Association, and she shall keep a record of all votes cast in such elections.
- iv.** The Secretary shall ensure that all records of the Association, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors.
- v.** The Secretary shall see that all notices are duly given in accordance with these bylaws.
- vi.** The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Association are properly kept and filed.
- vii.** In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

d. Treasurer

- i.** The Treasurer will have charge and custody of all funds of the Association, will oversee and supervise the financial business of the Association, will render reports and accountings to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and which may be assigned from time to time by the Board of Directors.
- ii.** The Treasurer and the staff of the Association shall devise a plan providing for the acceptance and disbursement of all funds of the Association which shall be approved by the Board of Directors.
- iii.** The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Association and deposit all such funds in the name of the Association in such accounts.
- iv.** The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Association unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or employee of the Association as the authorized signatory for a particular type of disbursement.
- v.** The Treasurer shall prepare a monthly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Association.
- vi.** The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Association at the principal office of the Association and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

ARTICLE VI - COMMITTEES

Section 1. The Board of Directors may establish standing and ad hoc committees as it deems necessary and desirable. Standing committees shall have continuing subject matter jurisdiction and shall be established by a majority vote of the Board. Ad Hoc committees shall have a defined purpose and a time frame to accomplish that purpose. Ad Hoc committees shall be established by a majority vote of the Board and will cease to exist when their task is completed or at the discretion of the Board. A specific term may be designated by the Board.

Section 2. Committees may be advisory to the Board or may exercise the authority of the Board. Upon establishment of a committee, the Board shall identify the scope of the committee's authority and duties, specify the number of committee members, and appoint the committee's membership. The Board may establish advisory committees as standing or ad hoc committees. Advisory committees are not required to comply with open meeting, notice, quorum, or public records requirements. Advisory committees may make recommendations to the Board but cannot implement recommendations or projects without Board approval. Any committee that exercises any of the authority of the Board shall be composed of at least one Director. All members of a committee with Board authority shall be members of the Association. Committees with Board authority must abide by the requirements of the Board regarding open meetings, notification, public records, and quorum.

Section 3. Any committee action outside the approved guidelines shall be null and void. All decisions of a committee with Board authority must be reviewed by the Board at the next regular meeting. The Board may reverse a committee's decisions in full or in part or may remand the decision back to the original committee by a majority vote.

ARTICLE VII - MEETINGS

Section 1. Membership Meetings

a. Annual Meeting

i. The annual meeting shall be held each year in the month of May, unless changed by a majority vote of the Board of Directors. The location of the meeting will be determined by the President of the Board.

ii. The business of the annual meeting shall include, but is not limited to, a report from the Board on the state of the association, setting of goals for the upcoming year, and the annual election of Directors to the Board by the Association's membership.

iii. Notice of the meeting shall be sent to individual members at least 7 days in advance of the annual meeting. Notice shall also be posted on the Association's social media sites. Meetings shall be open to the general public unless matters pertaining to personnel, real estate, or litigation are to be discussed.

iv. A majority of the incumbent Directors (not including vacancies) plus the members present at the annual meeting shall constitute a quorum. At annual meetings where a quorum is present, a majority vote of those attending shall constitute an act of the Association unless a greater number is required by any provision of these bylaws.

b. Regular Membership Meetings

i. Regular membership meetings will be held at least quarterly. The location will be determined by the President.

ii. The business of the regular membership meeting shall include, but is not limited to, discussions regarding the Association's progress towards its goals, membership concerns and possible actions, Treasurer and committee reports, and updates on the status of the neighborhood and surrounding areas.

iii. Notice of the regular membership meetings shall be sent to individual members at least 7 days in advance of the meetings. Notices shall also be posted on the Association's social media sites. Meetings shall be open to the general public unless matters pertaining to personnel, real estate, or litigation are to be discussed.

iv. A majority of the incumbent Directors (not including vacancies) plus the members present at the regular meeting shall constitute a quorum. At regular meetings where a quorum is present, a majority vote of those attending shall constitute an act of the Association unless a greater number is required by any provision of these bylaws.

c. Special Membership Meetings

i. The Board may call special meetings of the membership when the timelines of the regular membership meetings are insufficient to take action on particular issues. The President will determine the location of the meetings.

ii. Notice of special meetings shall be sent to individual members at least 3 days in advance of the meetings. Notices shall also be posted on the Association's social media sites. Meetings shall be open to the general public unless matters pertaining to personnel, real estate, or litigation are to be discussed.

iii. A majority of the incumbent Directors (not including vacancies) plus the members present at the special meeting shall constitute a quorum. At special meetings where a quorum is present, a majority vote of those attending shall constitute an act of the Association unless a greater number is required by any provision of these bylaws.

Section 2. Board Meetings

a. Regular Board Meetings

i. The Board shall meet at least quarterly to conduct the business of the Association. The President will determine the location of the meeting.

ii. Notice of regular Board meetings shall be sent to members of the Board and to those individuals known to have an interest in topics on the meeting agenda. Notices shall be sent at least 3 days in advance of the regular Board meetings. Notices shall also be posted on the Association's social media sites. Meetings will be open to the general public unless matters pertaining to personnel, real estate, or litigation are to be discussed.

iii. Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting unless, at the beginning of the meeting, the Director objects to the transaction of business on the grounds that the meeting was not lawfully called or convened.

iv. A majority of the incumbent Directors (not including vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by any provision of these bylaws.

v. Any action required or permitted to be taken by the Board may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

b. Special Board Meetings

i. The President may call a special meeting of the Board when the timelines of the regular Board meeting are insufficient to take action on particular issues. The meeting location will be determined by the President.

ii. Notice of special Board meetings shall be sent to members of the Board and to those individuals known to have an interest in topics on the meeting agenda. Notices shall be sent at least 3 days in advance of the special Board meetings. Notices shall also be posted on the Association's social media sites. Meetings shall be open to the general public unless matters pertaining to personnel, real estate, or litigation are to be discussed.

iii. A majority of the incumbent Directors (not including vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At special Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by any provision of these bylaws.

Section 3. Committee Meetings are scheduled by the committee chair and/or the committee members.

Section 4. Meetings may only be canceled by the same individual or body that called the meeting.

Section 5. Action is taken by a majority vote of those eligible to vote at a meeting. The procedures for rules of order, deliberation, and decision making shall be established by the Board.

ARTICLE VIII - CONFLICT OF INTEREST POLICY

Section 1. Purpose

a. The Conflict of Interest policy ensures that the deliberations and decisions of the Board are made in the sole interests of the Association. A Board member may not disclose confidential information obtained by him or her relating to the Association nor use his or her position with respect to the Association in order to achieve a financial benefit for himself, herself or a third person or other entity, including another nonprofit or for profit organization. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest in nonprofit and charitable Associations.

i. Definitions

1. Board Member

For purposes of this bylaw, Board Members shall include all Directors.

2. Financial Benefit

A Board Member achieves a "financial benefit" if the person has, directly or indirectly, through business, employment, investment, contract, or family, an employment, contractual, compensation, material ownership, investment interest, or other financial arrangement with any entity whose business or operation has been or will be directly affected by a decision, action, or activities of the Board.

3. Material Ownership

For purposes of this Bylaw a material ownership or investment interest shall be an interest that is five percent (5%) or more of the value of the entity.

ii. Administration of Conflict of Interest Policy

The Board or designated Committee shall administer and monitor compliance with this Policy.

iii. Duty to Recuse

1. A Board Member shall promptly disclose the existence of any conflict of interest and shall recuse himself or herself from voting on any matter in which he or she has a material financial interest, as defined above, or is an officer or director of an entity that may reasonably be affected by the outcome of the vote.

2. The Board Member shall state the reason for the recusal, which shall be noted in the minutes of the Board of Directors.

iv. Periodic Reviews

The Board or its designee shall periodically consider whether and how this Conflicts of Interest Policy should be revised or amended to better meet its objectives and shall report to the Board on its recommendations and the matters referred to it and their resolution.

ARTICLE IX - OPERATIONS

Section 1. Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Association shall be signed and executed by the President, pursuant to the general authorization of the Board.

Section 2. Financial Transactions which have a value of \$100 or more shall require majority approval of the Board of Directors.

Section 3. The Association will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees.

Section 4. All books and records of this Association may be inspected by any Director for any purpose at any reasonable time on written demand.

Section 5. The Association will make no loans to any of its Directors.

ARTICLE X - AUDITS

Section 1. At least one month prior to the annual elections, the President, with the approval of the Board of Directors, shall appoint a committee of at least 2 members to comprise an audit committee. The audit committee members shall not be members of the Board of Directors. The committee's duties shall be to audit the Treasurer's books and records. The report of the audit results shall be made at the annual meeting prior to the actual elections. A copy of the report shall be given to each member of the Board of Directors and a copy for the Association's permanent files will be kept by the Secretary.

ARTICLE XI - AMENDMENTS

Section 1. The bylaws may be amended by a two-thirds vote of the members present at any general meeting, provided that a notice has been given to the membership at a previous meeting.

ARTICLE XII - DISSOLUTION

Section 1. At the end of each fiscal year, the Board may call for a vote of Members for dissolution, whereby it must pass by a 2/3 vote. In the case of dissolution, after providing for the debts and obligations of the organization, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII - ADOPTION OF BYLAWS

Section 1. I hereby certify that these bylaws were adopted by the Board of Directors of the Bluemound Heights Neighborhood Association at its meeting held on January 24, 2017

President: _____ Date: _____ Brad D. Eide

Vice President/
Treasurer _____ Date: _____ David N.
Mahdasian

Secretary: _____ Date: _____ Elizabeth A.
Riekkoff