

**Humboldt Neighborhood Association  
Bylaws and Operating Procedures  
Revised November 8, 2011**

**PREAMBLE**

These bylaws, dated November 8, 2011, supersede any previously existing Humboldt Neighborhood bylaws and amendments.

**ARTICLE I: NAME**

The name of the organization shall be the Humboldt Neighborhood Association, hereinafter referred to as HNA.

**ARTICLE II: PURPOSES AND GOALS**

As the HNA, we shall strive to improve our neighborhood's general welfare and build community through, among other things, involvement in and promotion and facilitation of the following:

- A. Supporting our schools and other organizations which are working to improve educational and cultural opportunities for children and adults.
- B. Endeavoring to improve and upgrade housing, streets, alleys, lighting, parks and neighborhood facilities, and to monitor and upgrade land-use and neighborhood beautification.
- C. Promoting and supporting the health and vitality of businesses in our neighborhood.
- D. Working with the city, county, state, regional and federal agencies to secure services that benefit our community.
- E. Providing a forum for the members of the community to voice their concerns and hopes for the Humboldt neighborhood.

**ARTICLE III: BOUNDARIES AND MEMBERSHIP**

Section 1: Boundaries. The boundaries of HNA are as follows: East side of Missouri on the West; South side of Ainsworth on the North; West side of Rodney on the East; North side of Skidmore on the South.

Section 2: Membership Eligibility and Active Membership. Membership eligibility is open to any person who lives and/or owns real property, or holds a business license, within the recognized boundaries of the HNA. In addition, one representative per organization or institution located within HNA boundaries is eligible for membership. Active members are recognized after attending 3 general meetings in the previous 12 month period.

Section 3: Duties of Membership. Members may provide public comment on proposals before the Board for consideration. Active members may vote in elections and approve bylaw revisions.

## **ARTICLE IV: BOARD OF DIRECTORS**

Section 1: Composition.

- A. The Board of Directors, hereinafter referred to as the Board, shall consist of seven (7) officers and up to six (6) members-at-large as outlined in Article VI, Elections. All directors shall be active members of HNA.
- B. The Board of Directors shall not exceed 13 members total.

Section 2: Duties. The duties of the Board include:

- A. Transacting necessary business between general HNA meetings and such other business as may be referred to it by HNA.
- B. Review and approval of the plans and work of standing and special committees (as defined in Article 8).
- C. Presenting a report of its activities at the general meetings of HNA.
- D. Informing and soliciting the opinions of the general membership before voting to approve or support any proposal, action or policy, whenever possible and as time allows.
- E. Recording and transmitting to the city, as required, any recommendation, action, policy and/or views on issues considered by HNA.
- F. Designating Board members as liaisons and representatives to other neighborhoods or boards to act under the direction and at the pleasure of the Board.

Section 3: Authority. The Board shall have the authority to conduct business for HNA in accordance with these bylaws.

Section 4: Conflicts of Interest. Any proposal in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board so long as all material facts of the proposal and the Director's interest are disclosed to the Board in advance of the vote. A "conflict of interest proposal" is considered ratified if it receives the affirmative vote of a majority of the quorum in attendance, who have no direct or indirect interest in the proposal. The presence of, or vote cast by, a Director with a direct or indirect interest in the proposal does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the proposal.

## **ARTICLE V: OFFICERS**

The seven (7) officers of the HNA Board shall be: Chairperson, Vice Chairperson, Recording Secretary, Communication Secretary, Treasurer, Parliamentarian, and Historian.

Chairperson - The Chairperson shall preside at all general and Board meetings and shall be the head administrative officer of HNA, except with respect to the Nominating Committee. The Chairperson shall appoint the chair of standing and special Committees (as defined in Article 8).

Vice-Chairperson - The Vice-Chairperson shall serve as an assistant to the Chairperson and exercise the powers and perform the duties of the Chairperson in his/her absence.

Recording Secretary - The Recording Secretary shall maintain a record of the minutes and activities of HNA, and forward meeting agendas and minutes to the Northeast Coalition of Neighborhoods (NECN). These records shall be made available to any member upon reasonable request.

Communication Secretary - The Communication Secretary shall be responsible for the correspondence of HNA under the direction of the Board, and shall be chair of the Outreach Committee.

Treasurer - The Treasurer shall receive all monies, keep an accurate record of the receipts and expenditures, and shall distribute funds only as authorized by the Board of Directors. The Treasurer shall present a statement of account quarterly and at other times when requested. The books of the Treasurer shall at all times be open to examination by any Board member of HNA, or any other lawful entity upon reasonable notice to the Treasurer. This officer position also chairs the Budget and Contributions Committee.

Historian - The Historian shall be responsible for maintaining historical records of the Humboldt neighborhood and attending local historical functions pertaining to the Humboldt neighborhood.

Parliamentarian - The Parliamentarian shall determine correct procedure according to the Board's chosen majority voting method. HNA may use Robert's Rules of Order or a modified version of such process.

## **ARTICLE VI: ELECTIONS AND APPOINTMENTS**

### Section 1: Election Process and Schedule

- A. Nominating Committee. A Nominating Committee that is composed of the committee chair and at least two (2) other members appointed by the Chairperson, and ratified by the Board. Formation of the Nominating Committee shall take place not less than thirty (30) days preceding the May general meeting. This Nominating Committee shall prepare a list of nominations for the eligible positions, to be presented to the general membership at the May meetings.

- B. Elections. Elections will be held at the June general meeting if possible, or at the first meeting subsequent which has a quorum of Board members present. Elections shall be determined by majority vote.
- C. Eligibility for Voting and Holding Office. Any person fulfilling the requirements of active membership is eligible to vote in general membership voting processes. Active members may also hold office, subject to the limitations set forth in Article IV, Section 1(B).
- D. Terms. The officers shall serve a term of two (2) years and until their successors are elected. To provide continuous leadership, the schedule for electing Board members shall be staggered as follows: Chairperson, Recording Secretary, Parliamentarian, Historian and three (3) members-at-large shall be elected in even numbered years. Vice-Chairperson, Communication Secretary, Treasurer, and three (3) members-at-large shall be elected in odd numbered years.
- E. Vacancies and Appointments. A Board Vacancy shall be declared upon receipt of written notice or a letter of resignation from a Board member, or, at the option of the Board, in the event of two (2) unexcused absences by a Board member from regularly scheduled meetings. In the event of a Board vacancy, a replacement may be appointed by the Chairperson. A Board member so appointed shall fill the office for the remainder of the unexpired term.

## **ARTICLE VII: MEETINGS**

Section 1: Public Access. All meetings of HNA are open to the public.

Section 2: Procedures.

- A. Quorum. A minimum of half of all current Board members shall constitute a quorum for all Board meetings.
- B. Majority Rule. All questions and votes shall be decided by majority rule of the quorum.
- C. Notice. Notice of general and Board meetings may be in any manner selected by the Board and reasonably calculated to reach the public, not less than seven (7) days prior to the meeting.
- D. Right to be Heard. Participation may, at the Chairperson's discretion, be limited to three (3) minutes per person, and/or two pro speakers and two con speakers. Anyone wishing to be heard must first be recognized by the Chairperson.

Section 3: General Meetings. General meetings shall be held in February, March, May, June, September, November and December, on the second Tuesday of the month, in conjunction with Board meetings. The meeting location shall be designated by the Board. All meetings shall begin promptly at 7:00 pm and an effort shall be made to adjourn no later than 9:00 pm.

Section 4: Special Meetings. Special meetings of the HNA may be called for any purpose by the Chairperson or 33% of the sitting Board members who make such a request in writing and/or through telephone calls to the Chairperson. Notice of special meetings shall be given not less than forty-eight (48) hours before the meeting.

Section 5: Board Meetings. Board meetings of the HNA shall be held monthly, with the exception of August, on the second Tuesday of the month. In February, March, May, June, September, November and December, Board meetings will be held in conjunction with general meetings. The meeting location shall be designated by the Board. All meetings shall begin at 7:00 pm and an effort shall be made to adjourn no later than 9:00 pm.

Section 6: Public Input and Voting. The general public is invited to attend Board and general meetings, and participation in the discussions is encouraged; however, voting shall be restricted to Board members only with respect to matters other than elections and approval of bylaws revisions.

#### **ARTICLE VIII: COMMITTEES.**

The Board may establish standing and special committees as it deems appropriate.

Section 1: Standing Committees. The Chairperson shall appoint a chair for each standing committee, except for those chaired by specific officers. Each committee will report to the Board its activities and requests for Board action on a periodic basis. The HNA's standing committees at the time of approval of these bylaws include Education, Budget and Contributions, Land Use and Transportation, Livability, and Outreach with responsibilities as follows:

- A. Education Committee. The Education Committee shall act as a liaison between HNA and local educational and cultural organizations.
- B. Budget and Contributions Committee. The Budget and Contributions Committee shall be responsible for annual budget development and review of all other finance and resource development matters pertinent to the operation of HNA. The Budget and Contributions Committee shall review the fiscal policy of HNA and make recommendations to the Board annually.
- C. Land Use and Transportation Committee. The Land Use and Transportation Committee shall consider matters relevant to land use and transportation.
- D. Livability Committee. The Livability Committee shall consider matters relating to safety and livability.
- E. Nominating Committee. See Article VI, Elections and Appointments, Section 1(A).

- F. Outreach Committee. The Outreach shall be responsible for notifying the media and membership of meetings, actions taken by HNA and events that affect the neighborhood. The Outreach Committee shall be responsible for producing and distributing the HNA newsletter on a periodic basis.

Section 2: Special Committees. Special committees may be appointed by the HNA Chairperson or the Board as needed, except for the Nominating Committee which shall be appointed as indicated in Article VI, Section 1(A). Upon completion of the task assigned, these committees will be terminated at the discretion of the Chairperson or the Board.

Section 3: Committee Authority and Decisions. Decisions within the individual committees shall be made by a majority of the quorum in attendance. If agreement cannot be reached, the decision will be referred to the Board. Resolutions by the committee will be submitted to the Board for approval prior to any action, subject to the committee's reasonable discretion in circumstances where timing is a factor.

## **ARTICLE IX: PROPOSAL PROCEDURE**

The procedures of the Board in reviewing proposals submitted to it shall be as follows:

- A. In response to a written solicitation, the Board shall establish the date and time the solicitation will be on the Board's agenda, or the appropriate standing committee's agenda, at the discretion of the Chairperson. The petitioner shall be made fully aware of the steps required in the pursuit of the petitioner's proposal.
- B. The petitioner shall be informed in writing of the date and time the solicitation will be on the Board's agenda, or the appropriate standing committee's agenda.
- C. Upon hearing the proposal and reviewing evidence and testimony, the Board or standing committee shall do one of the following and the action and the reason for the action shall be presented to the general membership at that time or at the next regularly scheduled general or special meeting.
  - 1. Accept the proposal
  - 2. Deny the proposal
  - 3. Request deferral of the proposal
  - 4. Request withdrawal of the proposal
  - 5. Request resubmission with recommended addenda.
- D. Any proposal may be reconsidered upon receipt of written request, provided that new evidence to substantiate a changed condition is presented in writing, within ten (10) days after the meeting at which the Board's or standing committee's decision is presented at a general meeting.

## **ARTICLE X: GRIEVANCE AND APPEALS PROCEDURE**

Section 1. Problem Solving and Mediation. Individuals and groups are encouraged to reconcile differences through one-on-one dialogue or mediation at any time of, and prior to filing, a grievance.

Section 2. Definition of a Grievance. A grievance against HNA must contain an alleged violation of the HNA bylaws or the ONI Standards. Grievances must be submitted to HNA within 45 business days of the alleged violation.

Section 3. Processing the Grievance. The grievance will be reviewed and heard by the Chairperson and not less than two (2) additional Board members or designated committee of the Board. The grievance must be reviewed and responded to within 60 calendar days from receipt of the grievance. HNA's consideration of the grievance shall be open to the public. The findings resulting from review of a grievance shall be a matter of public record. Deliberations of the decision-makers, however, may be held in executive session. HNA will respond in writing and include supporting findings relating to the decision. HNA will maintain any supporting documents in case of appeal.

Section 4. Appeal. Upon issuance of the HNA's decision with respect to a grievance, the grievant may appeal the decision to the Northeast Coalition of Neighborhoods (NECN). The grievant has fourteen days from the date the decision is rendered to appeal. The appeal must contain an alleged violation of the HNA bylaws, or ONI Standards. The grievance will be reviewed and heard by the NECN Executive Director, Parliamentarian, and/or Board President or designated committee of the board or advisory committee. The NECN will review and respond to the appeal within 60 calendar days from the date the appeal is received.

## **ARTICLE XI: FUNDING**

Section 1: Means. Financing the HNA may be through any legal means in so far as they are approved by prior action of HNA. HNA shall not require collection of membership dues. Contributions made on a voluntary basis may be accepted.

Section 2: No Influence on Membership, Standing or Participation. Contributions, or the donation of monies, equipment, supplies, labor or incidentals shall in no way affect, limit, sustain or otherwise influence membership, membership standing or participation in this organization.

## **ARTICLE XII: Non-Discrimination**

The HNA shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of their policies, recommendations or actions.

### **ARTICLE XIII: BYLAWS REVISIONS**

These bylaws may be amended at any general meeting by a two-thirds (2/3) vote provided that a written notice fully explaining the proposal be presented at a public meeting at least thirty (30) days prior.

Bylaws Amended November 8, 2011.