

# Witherbee Neighborhood Association Incorporated Bylaws

(Revised 7/11/2019)

(Reviewed 2/10/2022)

(Reviewed 4/7/2022)

## Article I – Name of the Organization.

This organization shall be known as the Witherbee Neighborhood Association, Inc., a non-profit organization, hereinafter referred to as WNA.

## Article II – Boundaries.

The boundaries of the WNA area include properties from the east side of South 33<sup>rd</sup> Street to the west side of South 56<sup>th</sup> Street and the south side of “O” Street to north side of Randolph Street, in the city of Lincoln Nebraska.

## Article III – Purpose.

It shall be the purpose of this non-profit organization to promote involvement of all residents, students, schools, business and churches in the Witherbee neighborhood, visitors to the neighborhood and the public of Lincoln in a concerted effort for a better community. This purpose may be accomplished by but not limited to:

- a. Facilitating and providing charitable activities that support a strong neighborhood and contribute to Lincoln being a vibrant community.
- b. Facilitating and providing educational activities that help neighborhood and Lincoln residents maintain safe homes that lessen the burdens of government.
- c. **Facilitating and providing activities that promote a sense of community within the neighborhood.**

## Article IV – Civil Rights.

WNA shall comply in word and deed with the Civil Rights Act of 1964 whereby no person shall on the grounds of race, color, sex, religion or national origin be excluded from participation in, be denied the due benefit of equal opportunity, or be subjected to discrimination under any program or activity conducted by the organization.

## Article V – Membership.

**Section 1. Voting Members.** Any person, household or organization owning real estate, renting, residing or operating a business within the WNA area is eligible for voting membership. Upon payment of dues, each business or organization shall have one vote. Upon payment of dues each resident shall have one vote limited to three per household. The voting member must be of legal voting age. No votes by proxy will be accepted at any meeting.

**Section 2. Supporting Members.** Supporting members do not have voting privileges, but shall be considered a member in good standing upon payment of annual dues. Any person, household or organization outside the boundaries of the WNA area is eligible for supporting membership and are encouraged to participate in meetings

**Section 3. Membership in the WNA** is non-transferable and may not be assigned.

**Section 4. Privileges and Benefits.**

- a. All members in good standing shall be notified via email, social media, website, telephone, regular mail or newsletter of all WNA regular and special meetings, at least ten (10) days prior to the meeting.
- b. All members in good standing shall receive the WNA newsletter via regular mail, email or regular delivery to their home.
- c. Other membership benefits may be conferred by the Board of Directors.

**Section 5. Responsibilities.** Members are encouraged to stay informed and alert the WNA of possible developments or problems in the WNA area.

**Section 6. Removal from membership.** Non-payment of annual membership dues is sufficient cause for removal from membership. Membership may be revoked by 2/3<sup>rd</sup> vote of the board when sufficient cause exists for such removal other than non-payment.

**Article VI - Membership Dues.**

**Section 1. Dues.** Amount and classes of annual membership dues shall be set forth by the Board of Directors. The membership year is from January 1 – December 31.

**Section 2. Payment.** ~~Delete this sentence: Annual dues shall be payable upon initial application for membership with subsequent annual dues paid on or before the annual meeting of each year.~~

Annual dues shall be payable upon initial application for membership with subsequent renewals due at the beginning of the membership year.

**Section 3. Member in Good Standing.** Voting Members and Supporting Members are considered members in good standing after paying their full dues each year.

**Article VII - Fiscal Year.**

The WNA fiscal year shall be January 1<sup>st</sup> to December 31<sup>st</sup>.

**Article VIII – Meetings.**

**Section 1. Annual Meeting.** The Board of Directors shall set an Annual Meeting of the members in November of each year. Public notice of the Annual Meeting shall be given at least ten (10) days in advance to all members in good standing. The purpose of the Annual Meeting shall be to elect Directors, Officers and to transact such other business as may come before the meeting. A ballot listing the slate of nominees presented by the Nominating Committee will be provided to membership present. The ballot shall be open for additional nominations from the floor. The directors and officers (except Past President) shall be elected by a majority vote of members at the Annual Meeting of the membership.

**Section 2. Regular Membership Meetings.** Regular meetings are held at 7:00 pm on the first Thursday of each month unless changed by a vote of the Board of Directors.

**Section 3. Special Meetings.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by the WNA bylaws, may be called by the President or by a

majority of the Board of Directors, and shall be called by the President at the request of not less than ten members of the WNA entitled to vote at the meeting.

**Section 4. Place of Meeting.** The Board of Directors may designate any place within the City of Lincoln, NE as the place of meeting for any regular, annual or special meeting of members and/or Directors. Meetings may also take place by teleconference or audioconference.

**Section 5. Notice of Meeting.** Notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, shall be made not less than ten (10) days before the date of the meeting. *Delete this sentence: Notice shall consist of but is not limited to the following: newsletter, newspaper ad, letter sent via U.S. Postal Service, E-mail or phone call to voting members. And replace with this sentence: All members in good standing shall be notified via email, social media, website, telephone, regular mail or newsletter of all WNA regular and special meetings at least ten (10) days prior to the meeting.*

**Section 6. Quorum.** Ten of the voting members shall constitute a quorum at an annual, special or regular meeting of the WNA.

**Section 7. Waiver of Notice.** Any meeting notice may be waived by the person entitled to such notice signing a written waiver before or after the time such notice is due.

**Section 8. Actions.** Any proposal voted upon during a regular or special meeting of members, and approved or defeated, shall be referred to the Board for reconsideration if during the regular or special meeting two board members call for reconsideration.

## Article IX - Board of Directors.

**Section 1 Eligibility.** To be eligible to serve as a member of the Board of Directors, an individual must meet the qualifications of a voting member. *Delete: and be a resident of the area)* Board membership is limited to one (1) voting member from each household or business. A Board member may not hold more than one (1) office at a time.

**Section 2 Elections.** see Article VIII Section 1. Annual Meeting

**Section 3 Number and Term.** *The Board shall consist of a minimum of seven (7) and maximum of twelve (12) voting members, to be seated for two (2) year terms by a vote of the membership at the annual meeting in November. Board members may be elected for a second term and may be considered again for the Board after at least one year's absence. At least four directors shall be elected, in alternate years. Delete: except that in 2004 only, at least three (3) shall be elected for one-year terms and at least four (4) for two-year terms.*

***Above paragraph revised to:***

The Board shall consist of a minimum of seven (7) and maximum of twelve (12) voting members, to be seated for two (2) year terms by a vote of the membership at the annual meeting in November. Board members may be elected for a second term and may be considered again for the Board after at least one year's absence. *Up to four directors shall be elected, in alternate years. No more than two board members shall reside outside the Witherbee boundaries. Board members and newly elected officers will take office January*

*1 following their election in November. Each Director shall hold office until their successor has been elected.*

**Section 4 Meetings.** The Board will meet quarterly in the months of October, January, April and July. The President or a majority of the members of the Board may call an emergency meeting of the Board. The Board meetings shall be open to WNA members and guests. The minutes shall be available to all members.

**Section 5 Quorum.** A majority of the Board will constitute a quorum for business to be transacted.

**Section 6 Duties** of every Board member shall include but not be limited to:

- a. Fulfill purposes stated in Article III.
- b. Represent WNA in interaction with governmental agencies.
- c. Attend Board meetings and WNA functions.
- d. Recruit membership in, and promotion of WNA.
- e. Approve all monies spent by the organization.
- f. Appoint and approve Committees and Chairpersons of Committees.

**Section 7. Attendance.** Any member of the Board of Directors who fails to attend three (3) consecutive scheduled Board meetings is considered to have resigned from the Board even if the individual states that he or she has not resigned.

**Section 8. Vacancy / Appointment / Replacement.** Any member of the Board may be removed at a regular, annual or special membership meeting by a majority vote of the WNA members present when sufficient cause exists for such removal. Such a cause may be, but is not limited to, non-performance of duty. If any person should be expelled or resign, the Board shall have the authority to replace him or her for the remainder of the term. Any vacancy in any office, which occurs for any reason, shall be filled by a majority vote of the remaining Directors in office. Each officer so elected shall hold office for the un-expired portion of the original term. The Board has the authority to appoint any vacant positions (except Past President) on the board.

*Section 9. E-mail Meeting In the case that certain time sensitive issues need to be resolved before the next Board meeting, or if members are not able to gather for a special Board meeting called by the president, a nonsynchronous email meeting will be a viable substitute for an in-person meeting. The Secretary's record of the email meeting will be considered the minutes and will be reconfirmed at the next meeting of the Board and recorded in the minutes of that meeting.*

## **Article X - Rights and Duties of Officers.**

**Section 1 Eligibility.** Only members of the board shall be eligible to be elected as officers of the WNA as defined in *Article IX, Section 1.* *(This change is a correction, not Article VIII, Section 7)*

**Section 2 Number and Selection.** The officers of the WNA shall be President, Vice President, Past President, Secretary and Treasurer. The officers (except Past President) shall be elected by a majority vote of members at the Annual Meeting of the membership. *Delete: The officers shall serve as the Executive Committee.*

**Section 3 Terms.** The term of office shall be for one year and each officer shall hold office until his/her successor shall have been elected and qualified, or until his/her death, resignation or removal. The President will be limited to two consecutive one-year terms in the office of President, but may be considered again for the office of President after at least one year's absence from that office.

**Section 4 The duties of the President** shall include but not be limited to:

- a. Presiding over Regular and Board meetings and shall have executive authority and supervision over the activities of the association within the scope of the by-laws.
- b. Leading WNA in fulfilling the purposes stated in Article III.
- c. Shall have his/her name on the checking and savings accounts of WNA.
- d. Shall receive notice of inspections of the association's books.
- e. Shall ensure that activities of the association are reported at the Annual Meeting of the membership.

**Section 5 The duties of the Past-President.**

- a. The President, who left office the previous election, shall assist the President during the next year.
- b. If there is no Past President, the office will remain open.

**Section 6 The duties of the Vice-President** shall include but not be limited to:

- a. Assuming the duties of the President in the absence of the President.
- b. Assisting the President in his/her work.

**Section 7 The duties of the Secretary** shall include but not be limited to:

- a. Recording the Minutes of each Board and regular meeting and making the minutes available upon request of any member of WNA.
- b. Providing general record keeping duties for the Board.
- c. Be the custodian of the association's records and shall serve as the archivist.
- d. Be responsible for all meeting announcements.
- e. Have a copy of the Association By-Laws available at all meetings for reference.

**Section 8 The duties of the Treasurer** shall include but not be limited to:

- a. Maintain accurate financial records, deposit all monies received for the association in the bank regularly in an account or accounts opened at the direction of the Board of Directors.
- b. Providing written reports of WNA's finances for each Board meeting and regular membership meetings or on the request of any Board member.
- c. Preparing an annual financial report for the annual meeting.
- d. Receive all membership dues, contributions and funds from any and all other sources and be the custodian of all funds of the association.
- e. Maintain a current detailed listing of individuals who have paid dues in full. Provide such listing to the Secretary within thirty (30) days of receipt and within ten (10) days of any required public notice announcement to voting members.
- f. Pay all bills with two (2) officer signatures as directed by the Board of Directors.

**Delete: Section 9 The duties of the Executive Committee shall include but not be limited to:**

## **Article XI – Committees.**

**Section 1 Appointment.** The Board of Directors shall appoint any committees as the need arises. When the objective for which the committee was appointed has been attained the committee shall cease to exist.

**Section 2 Nominating Committee.** *Notwithstanding above, the Board shall elect a Nominating Committee consisting of three voting non-Board members at least two months in advance of the annual meeting. Strike "non-Board" and "at least two months" so that Section reads: Notwithstanding above, the Board shall elect a Nominating Committee consisting of three voting members in advance of the annual meeting.* This committee shall prepare a slate of Directors and Officer Candidates, who are voting members, to be presented at the Annual Meeting. In addition to this slate, the chair at the annual meeting shall receive nominations from the floor.

## **Article XII - Parliamentary Authority.**

Robert's Rules of Order Newly Revised shall govern the proceedings of the organization in case of dispute or where not provided for in the bylaws.

## **Article XIII - Amendment Of The Bylaws.**

At any regularly called Board meeting, a recommendation that these Bylaws may be amended, altered or repealed in whole or in part, by a majority of the Board of Directors providing a ten (10) days prior notice has been given to each Board member. All amendments, alterations or items to be repealed must be approved by a majority vote of the voting membership present at the next regular membership meeting of WNA. All WNA members shall receive notice of such recommendations at least ten (10) days before the next regular membership meeting. Proposed changes shall be available for review, to any voting member, from the Secretary, prior to the meeting as well during the meeting.

## **Article XIV – Dissolution and Final Liquidation.**

**Section 1.** In the event of dissolution of the WNA, all of the property and assets of the WNA, except property or assets held by the WNA upon condition requiring return, transfer or conveyance upon dissolution, and property or assets held by the WNA subject to limitations permitting their use only for charitable, eleemosynary, benevolent, educational or similar purposes, shall be distributed to the Lincoln Parks Foundation, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the WNA. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 2.** However, in the event of any such dissolution, none of the property or assets of the WNA shall be distributed to members, directors, or officers of the WNA, or to any private individual.

**Article XV Commitment to Affirmative Action.**

To further Affirmative Action in accordance with the Equal Opportunity Act of 1972, it is the expressed policy of the WNA to lend full support to a policy of nondiscrimination and equal opportunity within all areas of the organization.

**Adopted** on Thursday August 5, 2004 at the regular membership meeting by majority vote of members in attendance.

*Drafted by: Mike Fitzgerald, Fred Freytag, Erin Schmit, Steve Schwab, Karen Vogeley*

**Revised** on Thursday, September 7, 2006 by majority vote of the WNA membership at the monthly meeting.

**Revised** on Thursday, November 5, 2009 by majority vote of the WNA membership at the monthly meeting.

**Revised** on Tuesday December 14, 2010 by majority vote of the WNA Board of Directors. (Article III)