

Bylaws of Wesley Neighbors Community Association

Implemented May 7, 2001
Amended November 4, 2002

1. NAME, PURPOSE AND DESCRIPTION

- 1.1_ **Name.** The formal name of this organization is the “Wesley Neighbors Community Association.”
- 1.2 **Purpose.** The purposes of Wesley Neighbors shall be to build neighborliness and address needs in the community such as traffic, littering and codes enforcement.
- 1.3 **Description.** Wesley Neighbors shall be an independent, nonprofit political organization. All activities should be consistent with the spirit and legal requirements of such organizations. Any activities that could jeopardize its nonprofit status shall be avoided.
- 1.4 **Definition.** Wesley Neighbors shall encompass the area generally surrounding Wesley Road from Kingston Pike to Middlebrook Pike. This area includes all streets intersecting Wesley Road up to but not West Hills Road, as well as Avon, Hastings, Newcastle, Picadilly and Whitehall.

2. MEMBERSHIP

- 2.1 **Membership Definition.** Wesley Neighbors's members are those residents who live in the area defined in paragraph 1.4 and who pay dues to Wesley Neighbors.
- 2.2 **Membership Rights and Responsibilities.** Members as described in paragraph 2.1, “Membership Definition.” have the right to participate in Wesley Neighbors’s decision-making process and share in Wesley Neighbors's successes. Accordingly, they are obligated to remain current in their dues, participate in the groups activities and represent Wesley Neighbors honorably. Although participation in meetings is important and encouraged, it is only one way of participating and is therefore not required for membership.
- 2.3 **Membership List.** Wesley Neighbors will maintain a list of members meeting the requirements of membership identified in paragraph 2.1, “Membership Definition.” Additionally, Wesley Neighbors may maintain lists of residents in its defined area.
- 2.4 **Member Conduct.** Members shall conduct themselves in legal, civil and ethical manners at all times. These bylaws should be followed, commitments should be honored, members should be mutually respected, issues should be discussed civilly, differences should be settled cordially, and majority-vote decisions should be accepted.
- 2.5. **Associate Member.** Associate memberships shall be awarded to individuals, organizations or businesses interested in working with the Association in achieving its goals. They would have no voting rights but would be responsible for payment of dues equal to regular membership dues.

- 2.6. **Honorary Member.** Honorary membership shall be awarded to individuals outside the community in recognition of their service or aid in achieving goals of the Association. This would not confer any voting rights or obligation for any payment of dues.

3. STRUCTURE

- 3.1 **Leadership.** The leadership of Wesley Neighbors shall comprise a president, one or more vice presidents as needed, a secretary and a treasurer. These officers shall be elected by members at Wesley Neighbor's annual election meeting in May, and they serve a one-year term. The election procedure is described in section 7 of these bylaws.
- 3.2 **Leadership Duties, Responsibilities and Authorities.** The duties, responsibilities and authorities of the elected leaders are as follows.
- 3.2.1 **President.** The president is Wesley Neighbors's chief executive officer and therefore its overall leader. The president's duties include the following: Fostering positive attitudes and ongoing support from members; scheduling, preparing and conducting meetings; representing the precinct to other people and entities; issuing official Wesley Neighbors documents; signing checks; establishing and overseeing committees; acting in crises when calling meetings is not feasible; carrying out decisions of the executive committee; and developing future precinct leaders.
- 3.2.2. **Vice President(s).** Vice president(s) assist the president with leadership duties as needed. They carry out the duties of the president when the president is unable to do so. Inabilities to fulfill duties include illness, business trips, vacations and other scheduling conflicts.
- 3.2.3. **Secretary.** The secretary's duties include: Maintaining Wesley Neighbors's official records; maintaining records of official meetings; recording and distributing meeting minutes; and distributing notices of upcoming scheduled and called meetings.
- 3.2.4 **Treasurer.** The treasurer's duties include: Keeping Wesley Neighbors's financial records, collecting its dues and other income; preparing and filing necessary tax documents; writing checks for authorized payments; and reporting Wesley Neighbors's financial activities and current financial status to Wesley Neighbors's members.
- 3.2.5. **Responsibilities.** Each officer shall exercise the necessary responsibility to perform appropriate duties, and each officer shall be accountable to the members for execution of duties and acceptance of responsibilities.
- 3.2.6. **Authorities.** Officers are authorized to decide typical operational matters. Public policies must be decided by a vote of Wesley Neighbors members at an open meeting. Individual officers have the authority needed for fulfilling respective responsibilities. Each officer may delegate relevant duties and authorities to assistants and committees, but the responsibilities for fulfilling these duties remain theirs. The responsibilities of these top positions are serious and should be taken seriously. Any officer who fails to execute the described and normally expected duties and responsibilities of the office or who abuse their authorities can be removed by members under procedures delineated in paragraph 3.3.
- 3.3. **Removal.** Members can be removed for cause from offices and committees by majority vote of a quorum of elected officers, delegates and alternates. Cause for removal includes illegal

activities, violations of civil and ethics codes, breaches of these bylaws, and failure to participate in Wesley Neighbors's activities. Members should be encouraged to meet their membership obligations first, asked to resign as a second step, and removed as a last resort. Due process shall always be provided to all members.

- 3.4. **Vacancies.** Wesley Neighbors shall not be allowed to fail if any officer is unable or unwilling to fulfill duties and responsibilities. Vacancies in Wesley Neighbors's structure can be filled by a majority vote of a quorum of members. These vacancies can be filled at regularly scheduled meetings or at duly warranted called meetings. If the presidency is vacated, the vice presidents shall call a timely meeting for the purpose of filling the vacancy. The vacancies can be filled by candidates announcing their desire to fill the positions. In lieu of volunteers, the officers can fill vacancies by the recruitment. Because the purpose is to ensure continued operation of the organization and smooth transfer of power, every effort shall be made to fill vacancies quickly and amicably.

4. FINANCE

- 4.1 **Income.** Wesley Neighbors shall raise funds for operations and other relevant purposes through collection of membership dues and legal fund-raising activities.
- 4.2. **Dues.** Dues of \$10 annually shall be collected from members to cover normal operating expenses such as photocopies, postage, refreshments for meetings and applicable fees.
- 4.3 **Fund Raising.** Wesley Neighbors may raise funds other than dues within legal requirements and limits to cover normal operating expenses. Typical fund-raising activities include dinners, sales of merchandise and special events. Wesley Neighbors shall not raise funds on behalf of other people or groups, but it may donate surplus funds to others such as local schools, libraries and civic groups. The use of these fund-raising methods shall be in addition to the collection of membership dues.

5. ACTIVITIES

- 5.1. **Meetings.** Wesley Neighbors shall have monthly meetings for conducting its business, informing its members and facilitating its success.
- 5.2. **Meeting Schedules.** Wesley Neighbors's regular meetings shall be held monthly unless justified and specifically excepted. Justifications for changes of meeting schedules include holidays on routine meeting dates, urgent decisions that cannot wait for routine meetings, and uncontrollable events that preclude meetings, such as inclement weather.
- 5.3. **Conduct of Meetings.** Meetings will generally have three parts: (1) Programs of guest speakers, (2) monthly business, (3) and relevant discussions. Business portions will be conducted in accordance with Roberts Rules of Order. These rules may be suspended for a specified period at the discretion of the majority of those present at a given meeting.
- 5.4. **Notification.** Notices of official meetings shall be provided to members in advance. Acceptable announcements include written notices distributed by mail or by hand, telephone calls

(including voice-mail messages), and e-mails. The announced scheduling of routinely held meetings shall be considered notice of such meetings, and reminders of these meetings may be sent. Because the purpose of notice is to encourage participation in the meetings, due effort shall be made to reasonably ensure receipt of required and reminder notices.

- 5.5. **Decision Making.** Decisions of the executive committee shall be made by a majority vote of the quorum present.
- 5.6. **Quorum.** To ensure the integrity of Wesley Neighbors's decisions, a quorum of 25 percent of the members and 50 percent of the officers must be present for any decision to be binding. No proxies will be allowed.

6. STANDING AND AD HOC COMMITTEES

- 6.1. **Establishment of Committees.** Wesley Neighbors shall establish standing and ad hoc committees to ensure achievement of the precinct's mission. Standing committees authorized under these bylaws are summarized in subsequent paragraphs. Ad hoc committees can be commissioned as needed.
- 6.2. **Standing Committees.** The following standing committees are established by these bylaws. Other standing committees may be established and any of these committees may be eliminated by amendment as explained in paragraph 9.
- 6.3. **Ad Hoc Committees.** Special committees may be established by the executive committee as needed for specific objectives not addressed by the standing committees. The specific objectives and durations of ad hoc committees should be defined.
- 6.4. **Committee Management.** Each committee will operate within these bylaws and its respective committee charter. Committee chairs and members must be Wesley Neighbors members as described in paragraph 2.1, "Membership Definition." Because committees are Wesley Neighbors's primary means of accomplishing its missions and involving more people in its activities, participation in committees is strongly encouraged. Members are encouraged to join committees and actively participate in their committee's activities, and committee chairs are encouraged to distribute the duties among the members.

7. ELECTIONS OF OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

- 7.1. **Election Cycle.** Officers, delegates and alternates are elected annually at an election meeting.
- 7.2. **Elective Procedure.** Wesley Neighbors will elect its officers and executive committee members as follows.
- 7.2.1. A nominating committee as explained in paragraph 7.3. will develop and propose a slate of candidates who are Wesley Neighbors members at the reorganization meeting.
- 7.2.2. The slate may be amended by vote of the majority of those present at the meeting

7.2.3. Qualified members present at the meeting will elect people to fill the positions by majority vote. Votes should be by show of hands.

7.3. **Nominating Committee.** A slate of candidates for officers will be developed and proposed by a nominating committee.

7.3.1. The nominating committee will be appointed by the executive committee in sufficient advance of the pending election meeting.

7.3.2. The nominating committee shall identify worthy and interested people for the needed positions and gain their agreements to serve. Accordingly, the committee should encourage participation and clearly explain the roles, duties and responsibilities of given positions.

7.3.3. Nominations are restricted to current members as described in paragraph 2.1., "Membership Definition."

7.3.4. The president and other officers should assist the nominating committee with finding qualified and interested people to fill the positions.

7.3.5. Any member interested in being elected to any of these positions should inform the nominating committee for placement on the nomination list.

7.3.6. The committee should not reissue old lists containing names of people who have shown no interest in or ability to participate in Wesley Neighbors's activities and/or who are not interested in holding the required positions.

8. APPOINTMENT OF COMMITTEE CHAIRS AND MEMBERS

8.1. The committee chairs and members can be appointed by the president and approved by a majority of the executive committee at a regularly scheduled meeting or a meeting called for this purpose.

9. AMENDMENTS

9.1. These bylaws may be amended at any regularly scheduled meeting or any other meeting called for this purpose. Passage of amendments requires a two-thirds vote of the members present at a quorum meeting.

10. IMPLEMENTATION

10.1. These bylaws are implemented by majority vote of the members of Wesley Neighbors on and shall apply until amended, revised or rescinded.