

FOREST PARK SOUTHEAST NEIGHBORHOOD ASSOCIATION BYLAWS

Article I. Purpose

- To provide a neutral forum for the discussion of issues of concern to the Forest Park Southeast community.
- To provide a place where information can be distributed, perspectives discussed, and community concerns collected and communicated to elected officials and other organizations active in the neighborhood.
- To encourage and provide tools to Forest Park Southeast residents to play an active role in the neighborhood.
- To serve as a mechanism for creating and fostering community among Forest Park Southeast stakeholders.

Article II. Name

- The name of the organization is the Forest Park Southeast Neighborhood Association (“the Association”).

Article III. Boundaries

- The boundaries of the Association are Highway 40 on the North, the railroad tracks immediately south of Hunt Avenue on the South, the west side of Vandeventer on the East, and the east side of Kingshighway on the West.

Article IV. General Membership

- Full membership is open to anyone who is at least eighteen (18) years of age and lives or owns property within the boundaries of the Forest Park Southeast neighborhood.
- Full membership is open to any church, agency, company, business, or other organization which has an office within the boundaries of the Forest Park Southeast neighborhood. An organization may select one member to vote on behalf of the organization by submitting the member’s name in writing to the Board. There is no voting by proxy and only one vote is allowed per organization. The organization may change its

voting member by submitting a request in writing to the Board at least one week in advance of a meeting.

- Payment of membership dues is required to be a full member, vote on Association business, run for Board office, or serve on an Association committee. Dues amount shall be set by a majority vote of the general membership.

Article V. Board Member Duties and Positions

- The Board is the governing body of the Forest Park Southeast Neighborhood Association.
- Board member duties
 - All Board members agree to serve a 1-year term.
 - Each member of the Board shall read, support, and follow the “Meeting Ground rules.”
 - Each member of the Board shall have a copy of the **Bylaws**.
 - Each member of the Board shall commit to attending all meetings of the Association.
 - Each member of the Board shall understand their particular role, prepare appropriately for meetings, and do their prescribed duties.
- Board Officers
 - **President:** The President shall convene regularly scheduled Board meetings; preside or arrange for other members of the Board to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer; set meeting dates and locations; appoint committees; serve as ex-officio member of all committees; call special meetings as necessary; assist Secretary in preparing agenda for Board meetings; assist in conducting new Board member orientation; act as a spokesperson for the Association; meet with local business owners and residents to determine wants/needs/issues in the community; and be co-signer on the Forest Park Southeast Neighborhood Association bank account and all financial transactions.

- **Vice-President:** The Vice-President shall take the place of the President when President is absent or incapacitated; keep and update a database with the contact information of all members; send out minutes to general members; provide notice to the general membership of special meetings of the Board and/or of committees when such notice is required; answer all email addressed to the Association on the website; and moderate and maintain all social media sites sponsored by the Association.
- **Secretary:** The Secretary shall keep records of Board actions; oversee the taking of minutes at all Board meetings; send out meeting announcements to the Board; distribute copies of minutes and the agenda to each Board member; maintain all Board records and ensure their accuracy; coordinate agenda with other Board members; send agenda to Board members one week prior to meetings; act as meeting facilitator at General Body meetings or delegate that responsibility to another member; oversee the taking of minutes at general meetings; and assume responsibilities of the President in the absence of the President and Vice-President.
- **Treasurer:** The Treasurer shall keep a record of the association receipts; help develop fundraising plans; make financial information available to Board members and the public; understand financial accounting for nonprofit organizations; serve as financial officer of the organization; keep records of all moneys received and owed; collect and encourage payment of money owed; keep track of and give year-end receipts to donors of all tax deductible donations; present supporting documentation of all financial transactions at each Board meeting; and assume responsibilities of the President in the absence of the President, Vice-President, and Secretary;
- **Member-at-Large:** The Member-at-Large shall be assigned special functions and projects as delegated by the President; attend all Board meetings; work on special projects as needed; present concerns and ideas of the general membership to the Board; and represent the interests of the general membership to the board.

Article VI. Committees

- Election Committee
 - Formation and dissolution: The Election Committee shall be formed annually at the September General Body meeting. The Board shall select a minimum of 3 Association members by majority vote. Election Committee members must not be running for a Board position in the upcoming election. The Election Committee shall be approved or rejected by a majority vote of the general membership. The Election Committee shall be dissolved following completion of the election.
 - Responsibilities: The Election Committee shall be responsible for administering Board elections. Responsibilities include ensuring timely nomination, adjudicating candidate eligibility, preparing election ballots, and counting election ballots

- *Ad hoc* Committees
 - Formation and dissolution: *Ad hoc* committees shall be formed by a majority vote of the Board. Chairperson shall be appointed by a majority vote of the Board. *Ad hoc* committees shall serve in perpetuity unless dissolved by a majority vote of the Board and general membership or a majority vote of the committee. If dissolution occurs by committee vote, dissolution must be conveyed in writing to the Board.
 - Responsibilities: *Ad hoc* committees shall be responsible for drafting a mission statement detailing committee goals and scope, subject to approval by a majority vote of the Board and maintaining publicly available meeting minutes, and communicating meeting times and locations to the Secretary at least 1 week prior to meeting except in cases of emergency.
 - All committee meetings shall be open to the general membership.

Article VII. Meetings (Board, General Body, Special, Annual)

- Quorum
 - A quorum shall be present at any Board, General Body, or Special meeting in order for association business to be conducted. A majority vote of the Board members present in a quorum is needed to approve any association business not otherwise specified in the Bylaws herein.

- A quorum for a Board meeting shall consist of 3 or more Board members.
- A quorum for a General Body or Special meeting shall consist of 3 or more Board members plus 6 or more general members.
- Board Meetings
 - Board meetings shall occur at least once per month at a time and place agreed upon by Board members.
 - Board meetings are open to the general membership. Meeting dates and locations will be publicly available at least 1 week prior to meeting except in cases of emergency.
 - All votes conducted at Board meetings are public and shall be recorded in publicly available meeting minutes.
 - Each board member shall have one vote in all matters. There shall be no voting by proxy.
- General Body Meetings
 - General Body meetings will be held on the third Tuesday of each month and at other times as deemed necessary. General Body meetings may be canceled or rescheduled by a majority vote of all board members present in a quorum at a General Body meeting.
 - General Body meetings shall be held within a facility located within the Forest Park Southeast neighborhood boundaries.
 - Notice of General Body meetings shall be provided to Board members and general members at least seven days in advance.
 - All meetings shall be open to the public.
 - The board shall organize and conduct all meetings in accordance with the **“Ground Rules”**.
 - The Secretary shall prepare an agenda in advance and distribute to all members. The agenda will be publically available at least 1 week prior to meeting.

- General members may submit items for the agenda to the Secretary no later than two weeks prior to the meeting
 - The Treasurer shall make a report at each General Body meeting detailing income and expenses since previous meeting, even if none, and overall Association balance. In the Treasurer's absence another Board member may give this report.
 - A General Body vote must be announced at the previous month's General Body meeting, except in cases of emergency as designated by a majority vote of the Board.
 - The results of all votes taken at General Body meetings shall be recorded in the minutes of the meeting. Provisional minutes shall be publically available within 1 week of meeting.
 - The Board shall approve General Body meeting minutes by majority vote at the following Board meeting.
- Annual Meeting
 - In the month of November, the Annual Meeting shall be held in conjunction with the General Body meeting, at which time new officers will be elected and a full and complete Annual Accounting of the finances of the Association shall be made to the Board and general membership.
- Special
 - Special meetings may be called at any time by the President. Also, Board members may request a Special meeting in writing. In all cases, Special meetings shall be limited to the stated purpose, which must be communicated in advance to all Board members.
 - Special meetings are open to general membership. Meeting time and location should be announced to the general membership at least one week prior to meeting, except in cases of emergency as designated by majority vote of the Board.

Article VIII. Board Elections

- Board elections shall held at the November Annual meeting
- In order to seek office, a candidate must be a full member of the Association.
- Nominations for Board positions shall open at September General Body meeting where the Election Committee is formed. Nominations are accepted at both the September and October General Body meetings. Nominations are closed at the end of the October General Body meeting. No nominations will be accepted following the close of the October General Body meeting.
- A member may nominate self or be nominated by another association member. The member must be present to be nominated by another member. A member may nominate self during a General Body meeting. If a member cannot attend the General Body meeting but would like to seek office, the member must provide a written statement to the Board and Election Committee to be read to the general membership at the General Body September or October meeting.
- Election shall be by secret ballot. Ballots will be prepared in advance of the November Annual Meeting.
- Members must be present to vote. Voting by proxy is not allowed.
- Votes shall be tabulated independently by each member of the Election Committee. Any candidate wishing to contest the vote count shall be allowed to verify ballot count or appoint a representative to verify the ballot count.
- Election results shall be announced by the close of the November meeting.
- Newly elected Board members shall begin their term at the open of the following General Body meeting.

Article IX. Resignation or Removal of a Board Member

- A Board member may resign at any time via written correspondence sent to all Board members. A Board member is not absolved of responsibility until the member receives written acknowledgement of resignation by the Board.
- Any Board member who fails to attend three (3) Board meetings without being excused by the Board shall constitute an automatic resignation.

- If a member of the Board does not fulfill duties required as described in **Article V**, that member and the general membership shall be notified in writing of the General Body meeting at which removal from office will be discussed and voted upon at least 1 month prior to the meeting. At that meeting, the Board member may present statements in an effort to retain the position.
- Removal will occur if so voted by majority of the general members present at the General Body meeting.
- Nominations will be accepted at the General Body Meeting at which removal occurs. Vacancies shall be filled by a majority vote of general members at the same meeting, and the elected board member shall serve until the next Annual Meeting.

Article X. Bank Account

- The Board may select a bank for the purpose of opening a bank account and maintaining a checking or savings account.
- The bank account shall be in the name of the organization and have the President and Treasurer as co-signers. In the event of leadership change, whether following an election, resignation, or officer removal, the outgoing and incoming officers shall arrange a mutually agreeable time to transfer account control within 1 month of election.
- Funds in the bank account shall be managed and withdrawn on checks signed by the Treasurer and President.
- No checks shall be written for over one hundred dollars without first providing a written estimate or bill of cost. Any request for reimbursement for costs from the account must be accompanied by a written receipt of purchase.
- Any income and expenditures shall be reported at the following General Body meeting.

Article XI. Amendments

- These Bylaws and the attached “Meeting Ground Rules” may be amended by a majority vote of Board members present in a quorum.

- Proposed amendments must be introduced and discussed at a General Body meeting where quorum is met. A Board vote may not be taken on the proposed amendment until the following Board meeting.
- General members may propose Bylaw amendments during any regularly scheduled General Body meeting. Amendments will be voted on at the following regularly scheduled General Body meeting where quorum is met.
- Newly adopted amendments shall become effective immediately unless the amendment provides otherwise.
- The Secretary shall append, or attach the amendment to the Master Copy of the Bylaws, and distribute a written copy of the amendment to each of the board members. Bylaws will be posted publicly.

Article XII. Effective Date and Term

- This association and its Bylaws shall exist in perpetuity until the organization is dissolved by its board or the state.

These Bylaws were approved and adopted by the board members of the Forest Park Southeast Neighborhood Association on INSERT DATE. These Bylaws become effective immediately.

In Witness thereof, the board members have set their hands, their titles, and the date below:

_____	_____	_____
Signature	Title	Date
_____	_____	_____
Signature	Title	Date
_____	_____	_____
Signature	Title	Date

_____	_____	_____
Signature	Title	Date
_____	_____	_____
Signature	Title	Date

Ground Rules for Meeting Attendance and Participation

1. All meetings are open to the public and any participant may speak once recognized
2. Participants must maintain decorum:
 - (a) Participants should hold all questions until the reports are finished, then raise their hands and wait to be recognized.
 - (b) Participants should not interrupt anyone who has the floor, or otherwise disrupt the meeting.
 - (c) When speaking, participants should abide by the limits set by the neighborhood association and step down when asked to accommodate other speakers
 - (d) Participants should at all times behave themselves with common courtesy and civility, and refrain from the use of abusive, rude, threatening, or crude language
3. Participants should confine their comments to things germane to the agenda item being discussed.
 - (a) Business not on the agenda shall be discussed during open discussion time and only as time allows
 - (b) Any individual wishing to introduce new business during the open discussion time shall sign-up on the sheet provided or place topic in the "Parking Lot" for inclusion on a future agenda.
1. Each speaker shall respect all other Participants present.
 - (a) Participants should refrain from engaging in personal oral attacks on either Board Participants, Guest Speakers, or fellow Association Participants.
 - (b) Participants should refrain from using other's names when speaking and must address all remarks to the meeting chair.
1. The President shall act as meeting facilitator but may designate the responsibility to another board member as needed.
2. Each neighborhood association Member (having paid their annual dues) shall receive one vote, there will be no voting by proxy, and the results of all votes shall be public unless otherwise stipulated in the bylaws.
3. The board reserves the right to determine the best means of taking a general Membership vote with the goal of accuracy and fairness.

Amendment I. Board Code of Conduct

Board members shall:

- Always strive to serve the best interests of the association regardless of personal interest.
- Use sound and ethical judgment to make the best possible decisions for the association, taking into consideration all available information, circumstances, and resources.
- Act within the boundaries of their authority as defined by law and the association bylaws.
- Actively solicit feedback from residents about issues and decisions facing the neighborhood and the association.
- Perform their duties without bias for or against any individual, group of owners, or non-owner residents. Disclose personal or professional relationships with any company or individual who is seeking a business relationship with, or endorsement from the association.
- Disclose any perceived or potential transactions or gifts from owners, residents, contractors, or suppliers that could pose a conflict of interest or impact decision making.
- Support all duly adopted board decisions—even if the board member was in the minority and dissented from the decision.

Board members shall not:

- Reveal confidential information provided by contractors or share information with those bidding for association contracts, unless specifically authorized by the board.
- Make unauthorized promises to a contractor or bidder.
- Advocate or support any activity that violates a law, regulatory requirement, or association bylaws.
- Use their positions or decision-making authority for personal gain or to seek advantage over another owner or non-owner resident.

- Spend unauthorized association funds for their own personal use or benefit.
- Misrepresent known facts in any issue involving association business.
- Divulge personal information about any association owner, resident or employee that was obtained in the performance of board duties.
- Make personal attacks on colleagues, staff, residents, guests, or speakers.
- Harass, threaten or attempt through any means to control or instill fear in any board member, owner, resident, employee or contractor.
- Speak for the Board unless an official stance has been approved by the Board. Approved Board statements should be presented beginning with “The Board...”

Amendment II. Forest Park Southeast Development Committee Representative

- The Forest Park Southeast Development Committee Representative (FPSEDCR) is an elected representative who has an official seat on the Forest Park Development Committee.
- The FPSEDCR is a representative of the Neighborhood and not an official Board member. The FPSEDCR adheres to all FOREST PARK SOUTHEAST NEIGHBORHOOD ASSOCIATION BYLAWS with exceptions to Articles VI - VII, in which the FPSEDCR has no Board vote and is not a body required for a quorum for a Board meeting.
- In addition to the FOREST PARK SOUTHEAST NEIGHBORHOOD ASSOCIATION BYLAWS, the FPSEDCR follows the bylaws set forth by the Forest Park Development Committee.
- Although not a board member, the FPSEDCR will be elected at the same time and through the same process of the FPSENA board.

Duties and Accountabilities:

- Responsible for adhering to the Forest Park Southeast Development Committee Bylaws.
- Presents Development Packets and development updates at Neighborhood Association meetings and clearly communicates the projects to members as they relate to the Form-Based Code, variances, and appropriate community outreach.
- Gathers community feedback and questions for, including but not limited to, Forest Park Southeast Development Committee members and entities requesting community support of projects at Forest Park Southeast Development Committee meetings.
- The FPSEDCR shall be an active member of the FPSEDC and can participate in voting on developments, projects, and issues brought before the FPSEDC. The FPSEDCR will

maintain discretion on how they vote if the below conditions are met. If they are not, the FPSEDCR should abstain.

- The FPSEDCR has presented and gathered sufficient feedback from FPSENA membership and FPSE residents
- The entity requesting FPSEDC support has made a good faith effort to notify those reasonably affected by the project. (Special scrutiny should be given to larger projects.)