

Newbery Heights Neighborhood Association Bylaws

ARTICLE I - Name

The name of this association shall be the Newbery Heights Neighborhood Association, hereinafter referred to as the Association.

ARTICLE II - Geographic area

The term Newbery Heights shall refer to the lands included in the plat of Newbery Heights, lots one (1) through and including sixty-four (64) and out-lots one (1), three (3), and four (4) in Madison, Dane County, Wisconsin, according to the recorded plat thereof.

ARTICLE III - Purpose

The purpose of this Association shall be:

- i. To develop a cohesive neighborhood community in Newbery Heights through appropriate activities and services.
- ii. To provide a neighborhood community mechanism for the landowners and residents of Newbery Heights to raise and respond to the interests and needs of the landowners and residents of Newbery Heights, both within Newbery Heights and its environs.
- iii. To engage in any lawful activity within the purposes for which a non-stock, non-profit corporation may be organized under the law.
- iv. To represent the interests of the neighborhood before the Madison Common Council, the Dane County Board, the City of Madison, the Middleton/Cross Plains Area School District and all appropriate governmental agencies.

ARTICLE IV - Membership

Section 1 - Eligibility

All persons age eighteen (18) and over who are either owners or residents of a single family lot in Newbery Heights shall be eligible for membership in the Association. Membership shall be voluntary. Persons owning a security interest in a lot shall not be eligible for membership. In the case of a land contract, the land contract vendee, and not the land contract vendor, shall be eligible for membership.

Section 2 - Membership Fee

The membership fee for each calendar year shall be Ten Dollars (\$10.00) for each eligible lot, except if a member is a resident of Newbery Heights, but not a landowner in Newbery Heights the fee will be Ten Dollars (\$10.00), and similarly, if a member is a landowner in

Newbery Heights, but not a resident of Newbery Heights the fee will be Ten Dollars (\$10.00).

Section 3 - Membership Conditions:

Any person who is eligible to become a member of the Association shall become a member of the Association by paying the membership fee.

Section 4 - Termination of Membership:

Membership in the Association shall cease upon the failure to pay the yearly membership fee on or before January 1 of each year or upon failure to remain either a landowner in or resident of Newbery Heights. Any member may resign, provided, however, that the membership fee paid to the Association shall not be refundable.

Section 5 - Membership Certification:

The list of the treasurer of the Association of members of the Association, serves as the certified list of members.

ARTICLE V - Voting Rights

Section 1 - General Voting Rights:

Each lot, except as set forth below, shall have two (2) votes providing that the membership fee has been paid for the calendar year in which the vote is being taken, and further providing that the vote under consideration takes place more than ten (10) days subsequent to the payment of dues.

Section 2 - Split Voting Rights:

- i. Subject to the restrictions stated in section 1 above, if a member is a resident of Newbery Heights, but not a landowner in Newbery Heights, then the member shall have **one (1) vote**; and similarly, if a member is a landowner in Newbery Heights, but not a resident of Newbery Heights, then the member shall have one (1) vote.
- ii. Subject to the restrictions stated in Section 1 and Section 2 (i) above, where two or more members derive their eligibility from ownership of the same lot in Newbery Heights or residence upon the same lot in Newbery Heights, the members shall be considered for voting purposes as one member. In such case, each such member-person shall have a pro-rata fractional vote.

Section 3 - Multiple Lot ownership:

No member may have more than two (2) votes, regardless of the number of lots in Newbery Heights owned.

ARTICLE VI - Membership Meetings

Section 1 - Place and Notice of Meetings:

All membership meetings shall be held in Newbery Heights, or at such other convenient place in the City of Madison as the Board of Directors may determine. The vice-president/secretary of the Association shall give five (5) days' written notice of any such meeting to each member, except twenty-one (21) days' written notice shall be given of the annual meeting. The notice shall state the time and place of such meeting and the purpose (s) of such meeting. Failure to receive notice shall not affect the validity of such meeting nor the proceedings thereat. For the purpose of giving notice to the members, the member list of the treasurer of the Association as of December 1 of each year shall be considered to be the certified list of members. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her last known address as appears on the records of the Association with postage thereon prepaid. In lieu of such notice, notice may be given by publishing the same one each week for two (2) consecutive weeks in a newspaper published in Madison, Wisconsin.

Section 2 - Annual Meeting:

The annual meeting of the members shall be held the 1st Thursday in February of each year.

Section 3 - Special Meetings:

Special meetings of the members may be held upon direction of the President of the Association, the board of directors, or upon direction in writing by not less than one third (1/3) of the Treasurer's list.

Section 4 - Agenda:

Items to be considered at the annual meeting or any special meeting may be specified by the President of the Association, by the Board of Directors, or upon direction in writing of not less than one third (1/3) of the Treasurer's list; except the election of the Board of Directors shall be held at the annual meeting.

Section 5 - Proxy Voting:

Each member must be present to vote and no voting by proxy shall be allowed, except where a member has split voting rights pursuant to Article V, Section 2 (ii) above, such member may vote the total vote of all those members with whom he or she shares the split voting right upon oral authorization of such member(s), which authorization shall be presumed.

Section 6 - Quorum:

Presence of sufficient members to cast one-fourth (1/4) of the total possible votes shall constitute a quorum; but less than a quorum meeting at any time pursuant to notice shall

have the power to adjourn from time to time until a quorum is present.

Section 7 - Officers of the Meetings:

The presiding officer of all membership meetings shall be the president of the Association, or in his or her absence, the vice-president/secretary of the Association, or in his or her absence, the treasurer of the Association. If all such officers are absent, the membership shall elect a presiding officer for that meeting from those members in attendance as the first order of business.

Section 8 - Order of Business:

The order of business at the meetings of the membership shall be:

- i. Call of the roll.
- ii. Reading of the notice of the meeting.
- iii. Presentation and approval of the minutes of the last previous meeting.
- iv. Presentation and approval of the report of the treasurer.
- v. Presentation and action on reports of officers, the board of directors and committees.
- vi. Election of the board of directors (annual meeting only)
- vii. Old business.
- viii. New business.
- ix. Adjournment.

ARTICLE VII - Board of Directors

Section 1 - Numbers, Qualification, Tenure and Purpose:

The Association shall be governed by a seven (7) person board of directors elected by the membership at the annual meeting. No person shall be eligible to become or remain a member of the board who is not a member in good standing of the association. Board members, except as set forth below, shall serve a two-year term or until their successors are elected. No board member shall serve more than three (3) consecutive two (2) year terms on the board.

The Board shall consist of three (3) officers and four (4) associate board members.

The board of directors shall govern the Association to fulfill the policies stated in the bylaws and as directed by the membership.

Section 2 - Geographic Distribution:

It is the intent of the Association that members of the board shall be representative of and shall reside within Newbery Heights.

Section 3 - Interim Board:

The interim Directors of the Association shall serve until the first regular annual meeting of the members in February 2001.

Section 4 - Initial Board:

At the first regular annual meeting of the members in February 2001, the initial seven (7) person board shall be nominated and elected by the members then in attendance. The initial board shall, by lottery, have four (4) persons serve until the first annual meeting next following their election and three (3) persons serve until the second annual meeting next following their election.

Section 5 - Nomination and Election of Board:

At least thirty (30) days prior to the annual meeting of the members, the board shall meet and prepare a slate of candidates for the board. The slate of candidates shall be attached to the notice of the annual meeting. Further nominations shall be accepted from the members attending the annual meeting. The candidates receiving the highest number of written ballots cast at the meeting shall be declared elected as the members of the board for the vacancies existing. In case of a tie vote between those candidates receiving the lowest number of votes, there shall be an immediate run-off election.

Section 6 - Regular Meetings of the Board:

Regular meetings of the board shall also be held in Newbery Heights or such other convenient place in the City of Madison as the board may designate at least every ninety (90) days. The vice-president/secretary of the Association shall give at least five (5) days notice, either orally or in writing to all board members of any regular meeting, including the time, place, and purpose(s) of such meeting. Failure to receive such notice shall not affect the validity of such meeting or the proceedings thereat. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened.

Section 7 - Special Meetings:

A special meeting of the board may be held in Newbery Heights, or such other convenient place in the City of Madison as may be directed, by the president or vice-president/secretary of the Association or by any two (2) directors, except when there is unanimous consent of all members of the board, the vice-president/secretary of the Association shall give at least five (5) days' notice, either orally or in writing, to all board members of any special meeting, including the time, place and purpose(s) of such

meeting. Failure to receive notice shall not affect the validity of such meeting or the proceedings thereat. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, unless the director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened.

Section 8 - Quorum:

A quorum for the transaction of business at any regular or special meeting of the board shall be a majority of the board, but a majority of those present shall have the power to adjourn the meeting to a future time.

Section 9 - Removal of Directors:

The membership of the Association or the board may call a special meeting of their respective bodies for removal of a director. Removal shall be by majority vote of those present at the meeting.

Section 10 - Vacancies:

The board at any regular or special meeting shall fill vacancies on the board. The person (s) so selected shall serve until the expiration of the term of office of the board member whose position it is necessary to fill.

Section 11 - Order of Business:

The order of business at the meetings of the board shall be:

- i. Call of the roll.
- ii. Reading of the notice of the meeting.
- iii. Presentation and approval of the minutes of the last previous meeting.
- iv. Presentation and approval of the report of the treasurer.
- v. Presentation and action on reports of officers and committees.
- vi. Election of officers (at the regular executive board meeting following the annual membership meeting).
- vii. Old business.
- vii. New business.
- ix. Adjournment.

Section 12 - Officers of the Meetings:

The presiding officer of all board meetings shall be the president of the Association, or in

his or her absence, the vice-president/secretary of the Association, or in his or her absence, the treasurer of the Association. If all such officers are absent, the board shall elect a presiding officer for that meeting from those board members in attendance as the first order of business.

ARTICLE VIII - Officers

Section 1 - Designation and Election:

The officers of the Association shall be a president, vice-president/secretary and treasurer, who shall be elected by the board at the first regular meeting of the board following the annual meeting of the members, for a term of one year and shall hold office until their successors are duly elected and qualified. The board, by majority vote of the directors, shall have the right to remove any officer from office and to fill vacancies as they may occur for the unexpired portion of the term. No one shall be eligible to be an officer who is not a member of the board and any officer who ceases to be a member of the board shall cease to be an officer as soon as his or her successor is elected and qualified.

Section 2 - Duties of President:

The president shall preside at all board and member meetings; shall have general supervision over the affairs of the Association and over the other officers; and countersign all checks. The president shall perform all duties as are incident to the office.

Section 3 - Duties of vice-president/secretary:

The vice-president/secretary shall issue notice of all board and members' meetings, and shall attend and keep minutes of the same; shall have charge of all Association books, records, and papers; and shall perform all such other duties as are incident to the office. In the case of absence or disability of the president, shall perform the duties of the president.

Section 4 - Duties of Treasurer:

The treasurer shall have custody of all money and securities of the Association. The treasurer shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers to the board for examination and approval as often as the board may require. The treasurer shall sign all checks of the Association and shall perform all such other duties as are incident to the office.

ARTICLE IX - Committees

The president of the Association, with the approval of the board, may establish such committees, identify their respective purposes, and shall appoint such committee members as may be necessary to accomplish the purposes of the Association.

ARTICLE X - Finance

The funds of the Association will be deposited in such financial institution as the board

shall direct and shall be withdrawn only upon the check or draft of the Association signed by the treasurer and countersigned by the president.

ARTICLE XI - Amendments

Amendments to these bylaws may be made by not less than a two-thirds (2/3) majority vote of those members present and voting at any annual or special meeting of the membership, except that this article and Article XIII can be amended only by two-thirds (2/3) majority vote of the membership.

ARTICLE XII - Compensation

No salaries or compensation shall be paid to any officer of the Association.

ARTICLE XIII - Termination

Section 1 - Procedure:

The Association may be terminated by not less than a two-thirds (2/3) majority vote of the membership.

Section 2 - Distribution of Funds:

Upon termination of the Association, no funds of the Association shall be distributed to any member. At the time of termination of the Association, after payment of all outstanding debts, funds of the Association, shall, by the resolution terminating the Association, pass to a like organization.