

By Laws

Article I. – Name

The name of this organization is The Bay View Neighborhood Association, hereafter referred to as “BVNA”.

Article II. – Mission

2.1 Mission (amended 2014): Connecting neighbors for a better Bay View.

2.2. Vision (amended 2014): The BVNA will continue to work to nurture a Bay View community that is engaged, vibrant, diverse, safe and sustainable.

Article III. – Goals

The objectives and general purpose of the organization are to:

3.1: Develop and annual plan, identifying key issues to be addressed each year, and devise a way to measure how goals of the plan were or were not met.

3.2: Encourage and promote community pride in our neighborhood by providing a forum for neighborhood activity and networking among residents.

3.3: Be a voice for our common neighborhood interests by acting as liaison with governmental bodies and civic institutions.

3.4: Improve and maintain institutions and facilities that serve our neighborhood, including parks, schools, transit, and public safety services, and to provide an avenue for neighborhood social activities.

3.5: Inform citizens and facilitate citizen participation in all issues affecting our neighborhood, including land and property use, development, zoning changes, schools, traffic patters, and street modifications.

3.6: Be a resource for new and existing property owners and community members to help improve their personal living environments, as affected by: problem tenants, problem neighbors, absentee landlords, neglected properties or problem businesses.

3.7: Promote the welfare and safety of the community.

Article IV – BVNA Target Area

4.1: The Target Area for the activities of the BVNA will be the portion of Milwaukee Wisconsin, bounded on the north by Bay Street, on the east by Lake Michigan, on the south by *Layton Avenue* and on the west by 6th Street. However, the BVNA will take

into consideration all of the residents and public concerns of 53207 and surrounding neighborhoods.

4.2: The area is divided into five (5) subdivisions as shown in the map in Appendix 1.

ARTICLE V. – MEMBERSHIP

5.1: Individual Membership in BVNA is open to any person who resides in the Target Area of BVNA.

5.2: Household Membership in BVNA is open to any two or more people residing at the same address in the Target Area of BVNA

5.3: Organization Membership in BVNA is open to any organization or individual having a lease or owning a property in the Target Area of BVNA.

5.4: The Board of Directors shall set the fee for each classification of membership.

5.5: Voting membership is restricted to Individual and Household Memberships. Each Household Membership has eligibility to cast not more than two votes during BVNA meetings. Organization Members may send one delegate to any committee.

5.6: There will be no voting by proxy.

5.7: Membership will be terminated by failure to pay the annual membership fee. Membership may also be terminated for conduct detrimental to the interests of the BVNA. The Board of Directors may suspend or terminate membership privileges by an affirmative vote of two-thirds (2/3). Any such member will be notified at least fourteen (14) days in advance of the meeting at which the Board of Directors will consider termination of that person's membership. Membership fees are nonrefundable.

ARTICLE VI. – BOARD OF DIRECTORS

6.1: The BVNA will be governed by a board of directors, hereafter referred to as the board, made up of fifteen (15) individuals not including the past President, as specified in section 7.2. Liaison representatives may be appointed by the board in non-voting positions to attend specified board meetings on a consulting basis.

6.2.: Only a member of the organization is qualified to become a director.

6.3: A member who holds or has filed intent to run for any publicly elected office may not serve as an officer or director of BVNA.

6.4: The term of the directors will be three (3) fiscal years. Terms begin March 1, and end on February 28, as specified in section 11:1. Directors may serve no more than two (2) consecutive terms.

Beginning in 2021, five (5) at-large directors (Cohort A) will start a one-year term, five (5) at-large directors (Cohort B) will start a two-year term, 5 at-large directors (Cohort C) will start a three-year term. Moving forward, a five-person cohort will be elected each year, as the five-person cohort in their last year rotate off the board, maintaining a 15-person board.

6.5: The members at the annual meeting shall elect a new cohort of directors to replace the five directors rotating out following the third year of their term.

6.6: Within the first 30 days following the annual meeting, and with assistance from the previous executive committee, the 15 at-large directors will rank and note their desired role on the board. Through a formal vote and consensus among all directors, the board shall determine, internally, which director shall serve in each role for that one (1) fiscal year.

6.7: Board roles include: President, Vice President, Administration Manager, Finance Manager, Treasurer, Safety & Transportation Manager, Environment Manager, Public Spaces & Development Manager, Membership Co-Manager (Individual, Family, Associate), Membership Co-Manager (Business, Comp, Trade), Webmaster, Chill on the Hill Project Manager, Volunteer Coordinator, Marketing & Design Manager, and Community Events Manager.

6.8: The board of directors may fill any vacancy of any directorship because of death, resignation, removal, or other disqualification. The selected director will serve for the remainder of the term of the director he or she replaces.

6.98a: A quorum of 50% plus one (1) person of the total board membership is required to conduct the business of the BVNA. No one may vote as a proxy for a member of the Board.

6.98b: Actions of the board. At any board meeting where a quorum is present, a simple majority vote by present board members will allow action to be taken.

ARTICLE VII – OFFICERS

7.1: The BVNA will have five (5) principal officers: president, vice president, administration manager, finance manager and treasurer. These officers, along with the past president, as specified in section 7:2, will be collectively known as the executive committee. The officers of the BVNA will at all times be members of the board of directors. Officers of the executive committee will be chosen by the board of directors, as specified in section 6.7.

7.2: The president shall have served on the board for at least one year to qualify for nomination. The president shall commit to serve on the board for one additional year after completion of his or her term as president.

7.3: No officer will receive direct or indirect compensation for serving on the board.

7.4: Terms of the officers will be one (1) fiscal year (March through February 28).

7.5: No person will simultaneously hold more than one (1) office of the executive committee.

7.6: Any officer may be removed from office by a two-thirds (2/3) vote of the board of directors whenever, in their judgment, the best interest of the BVNA will be served thereby, but such removal does not constitute expulsion from the BVNA. Any officer may resign at any time upon giving written notice to the board of directors.

7.7: Other than the office of the president, see Article 8:2, a vacancy because of death, resignation, removal or other disqualification will be filled by the board of directors. The Directors elected to such a vacancy will serve for the remainder of the term of the Officer he or she replaces.

ARTICLES VIII – DUTIES OF THE OFFICERS

8.1: The president shall preside at all meetings of the board of directors; shall see that all orders and resolutions of the board of directors be carried out; shall exercise general supervision of the affairs of the BVNA; shall be a member of all committees, and shall perform such other duties as ordinarily pertain to such office as otherwise provided by law or by the board of directors.

8.2: The vice president shall discharge the duties of the president in the event the president's inability, refusal, absence, disability, or death. The vice president shall have all powers of and be subject to all the restrictions of the president when acting in that capacity. The vice president shall have other powers and perform such duties as ordinarily pertain to such office or as may be prescribed by the board of directors.

8.3: The administration manager shall keep minutes of the meeting of the board of directors and the executive committee in a master BVNA digital archive and shall route minutes for approval to the board one week before the next board meeting. The board will motion to accept or edit minutes and the secretary shall subsequently post an abbreviated version of the minutes to the BVNA website. The secretary will see that all notices are duly given in accordance with the bylaws or required law; shall be custodian of the BVNA records shall perform all duties and exercise such authority as from time to time may be delegated or assigned to the secretary by the president or by the board of directors.

8.4: The treasurer, in partnership with the finance manager, shall have charge and custody of, and be responsible for funds and securities of the BVNA; shall keep an accurate account of all BVNA funds; shall receive and give receipts for monies due and payable to the BVNA from any source whatsoever, shall deposit all such monies in accordance with these bylaws; shall keep the board informed on a monthly basis of the financial status of the BNA; shall prepare an annual budget and perform other duties as ordinarily pertain to such office, or as may be prescribed or assigned by the president or by the board of directors. The president shall be responsible to understand and share fiduciary responsibility with the treasurer and shall have co-signing rights on all financial documents. The treasurer will be responsible for filing IRS documentation in accordance with accepted IRS filing deadlines. The president will be responsible to understand and sign off on IRS documentation.

ARTICLE IX. – EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

9.1: The board of directors may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the BVNA and such authority may be general or confined to specific instances. Unless so authorized, no agent or officer will have the power or authority to bind the BVNA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any account. Such authorization may be general or confined to specific circumstances.

9.2: All checks, drafts, promissory notes, orders for payment of money, or other evidence of indebtedness issued in the name of the BVNA will be signed by the treasurer and such other officer or officers as designated by the board of directors.

9.3: All funds of the BVNA will be deposited in a timely manner to the credit of the BVNA in such banks, trusts companies, or other depositories as the board of directors may select.

9.4: The board of directors may accept on behalf of the BVNA any contributions, gifts, bequests or devises for the public or charitable purposes of the BVNA.

ARTICLE X – BOOKS, RECORDS AND REPORTS

10.1: The BVNA will keep in a permanent master file the following records:
Minutes of all meetings of the board of directors and executive committee – indicating time, date and place of such meetings, whether regular or special, notice given and the names of those present and proceeding thereof.

Adequate and correct books and records of accounts, including accounts of its business transactions and properties, accounts of assets, liabilities, receipts, disbursements, gains and losses.

An updated record of its members, including their names and addresses and if applicable, the class of membership held by each member and the termination date of any membership.

A copy of the BVNA bylaws and articles of incorporation as amended to date which will be open to the general membership of the BVNA at all reasonable times upon oral or written request.

10.2: All names of members are to be kept confidential and only for the use of the BVNA. Committee lists, assignments, and any and all other lists generated by the BVNA are the sole property of the BVNA and are to be used for BVNA related business only.

10.3: Every director shall have the right, at any reasonable time, to inspect and copy all books, records, and documents of every kind in relation to BVNA business, policies, or procedure, and to inspect any physical properties of the BVNA.

10.4: Each and every member will have the right of inspection for purposes of conducting BVNA business related to that member's interest and functions – the books, records, or minutes of proceedings of the membership of the board or the executive committee.

10.5: All demands for inspection rights by any member of the BVNA must be submitted in writing to the secretary no less than *seven (7)* days prior to that inspection.

10.6: The board of directors will furnish an annual report at the time of the annual meeting. Copies of this report will be made available to any member who requests it in writing. The annual report will contain the following information:

- a. The assets and liabilities of the BVNA
- b. The expenses and disbursements of the BVNA
- c. The revenue and receipts of the BVNA
- d. General information on activities and programs of the BVNA during the past year

ARTICLE XI – FISCAL ACTIVITIES

11.1: The fiscal year of the BVNA will run from March 1 to February 28.

Article 11.1: was amended at the May 21, 2007 general meeting. The Motion was made to change the fiscal year of the BVNA to run from January 1 to December 31. The motion was seconded and unanimously approved by the general membership.

11.2: The board of directors may commission an annual financial audit of the BVNA.

ARTICLE XII – PARLIMENTARY PROCEDURE

The rules contained in Robert’s Rules of Order, newly revised, will govern the BVNA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the BVNA may adopt.

ARTICLE XIII – AMENDMENTS

Amendments to these bylaws must be approved by two-thirds (2/3) of the members present at a general membership meeting. Proper written notice of the proposed amendments shall be circulated not less than two (2) weeks in advance of the meeting.

ARTICLES XIV – MEMBERSHIP MEETINGS

14.1: An annual meeting of the members must be held at least thirty (30) days prior to April 1 at a time designated by the board of directors. Other general membership meetings may be called at the discretion of the board of directors upon two (2) weeks written notice the general membership.

14.2: The agenda for the annual meeting or any other general membership meeting will be set by the board of directors and published three weeks before the meeting on the BVNA website and included on any distributed materials.

14.3: Any member may suggest an item to be included on the agenda of the annual meeting or any other general meeting by submitting the item to the board two weeks before the meeting date.

14.4: The president shall preside over all general membership meetings including the annual meeting.

ARTICLE XV – STANDING RULES

A yearly review of all current standing rules will be conducted by a committee composed of one-half (1/2) directors and on-half (1/2) other members.

ARTICLE XVI – DISSOLUTION CLAUSE

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the law of this state. The BVNA Board of Directors will determine how the funds will be distributed.