

# **Vilas Neighborhood Association Bylaws**

## **Article 1 - Organization**

- 1.1. Name. The name of the organization is the Vilas Neighborhood Association, Inc., which is more commonly known as the Vilas Neighborhood Association or VNA and is also referred to in these bylaws as the "Association."
- 1.2. Purpose. The purposes of the Vilas Neighborhood Association are enhancement of the Neighborhood's residential character and attributes, the vitality of the businesses and services on its commercial streets, and camaraderie among the Neighborhood's residents. To the extent that they foster those purposes, the Association may support the programs, enterprises, and facilities of individuals and other organizations, including public, commercial, and educational facilities, activities, and the like.
- 1.3. Area Represented. The Vilas Neighborhood is bounded by Monroe Street, Regent Street, South Randall Avenue extended to Lake Wingra, Lake Wingra, and Edgewood Avenue and also includes the residential property at 1110 Edgewood Avenue. The Vilas Neighborhood is referred to in these bylaws as the "Neighborhood."
- 1.4. Organization. The Vilas Neighborhood Association is a not-for-profit organization, no part of the net earnings of which may be used for the private benefit of any individual.

## **Article 2 - Membership**

- 2.1. Eligibility. Individuals aged 18 years or more whose principal residence is in the Neighborhood are eligible for membership in the Association.
- 2.2. Dues. Payment of dues is encouraged but is not required for membership. Suggested annual dues amounts for family and for individual memberships shall be set by the Council.

## **Article 3 - Neighborhood Association Council**

- 3.1. Duties. Council members shall work to further the Association's purposes as described in Article 1.2. The Council may enter into contracts to further the Association's purposes.
- 3.2. Membership. The Council is comprised of eight elected Neighborhood representatives.
- 3.3. Qualifications. Council members must be members of the Association at the time of their election and throughout their term and must not hold or have declared themselves a candidate for election to a public office.
- 3.4. Terms. Council member terms are the approximate two years between the adjournment of an annual meeting and the adjournment of the second subsequent annual meeting. Half of the Council members' terms begin in even-numbered years, half in odd-numbered years.

### 3.5. Recruitment of Candidates for Election to the Council.

- a. Nominating Committee. The Council shall appoint a Nominating Committee to recruit a slate of candidates for the Council and shall designate one person to chair the Nominating Committee. The Nominating Committee members shall be comprised of no fewer than three and no more than six persons and shall include both Council and other Association members. The Committee is encouraged, but not required, to nominate more candidates than there are positions to be filled and to recruit members who will be able to represent and meet the needs of the Neighborhood.
- b. Notice. The Council shall provide notice of the upcoming election and solicit expressions of interest and nominations no more than 45 days and no less than 30 days prior to the annual meeting date.
- c. Nomination. Candidates for election to the Council may be nominated by the Nominating Committee, nominate themselves, or be nominated by other members of the Association.

### 3.6. Election.

- a. Elections for Council membership shall be conducted once a year by secret ballot.
- b. All adult Association members are eligible to vote in the election.
- c. Elections will be held at dates and times and following procedures identified by the Council. Election procedures shall include both in-person and absentee voting, with in-person voting at the annual meeting and absentee voting during the 10 preceding days. In-person voting may be waived by a majority vote of the Council if necessary for public health or other unforeseen emergency reasons; it may not be waived for reasons of convenience alone. Absentee voting may not be waived.
- d. Notice of the election, including information about the election date, place, time, and procedures, together with information about the final slate of candidates, will be made widely available via multiple means no less than 10 days before the election period begins.
- e. Ballots shall include the names of all candidates. Each member must cast one ballot on which is recorded the member's vote for as many candidates as there are positions to be filled.
- f. The candidates who receive the most votes are elected.
- g. In the event of a tie, the winner will be chosen via a coin flip.
- h. If only four or fewer individuals are nominated, unanimous consent may be moved at the annual meeting to approve the slate. Ballots are not necessary for unanimous consent.

### 3.7. Vacancies.

- a. Vacancies occur when a Council member submits his or her resignation to the President or to the Council, ceases to meet the qualifications for Council membership, is declared to have abandoned the position by a vote of the remaining members of the Council, or when there were an insufficient number of candidates for election.

- b. The Council shall inform the Neighborhood of the vacancy, solicit indications of interest from neighbors who wish to serve on the Council, and act to fill the vacant position as soon as practicable after the vacancy occurs to ensure that the Neighborhood is represented by a full Council.
- c. When a vacancy occurs, the Council may appoint another qualified person to fill the position for the balance of the unexpired term by a vote of a majority of the remaining Council members.

### 3.8. Compensation, Ethics and Conflicts of Interest

- a. Members are not paid for their participation in the Council but may be reimbursed for expenses incurred in their role as Council member.
- b. Members may not present themselves as representing or speaking on behalf of the Association or Council unless expressly authorized to do so by a vote of the Council.
- c. Council members may not vote on a decision which will financially benefit themselves, their business or members of their family.

## **Article 4 - Officers**

4.1. Officers. Officers of the Association include a President, Secretary and Treasurer.

4.2. Eligibility. Only elected members of the Council are eligible to hold office.

4.3. Term. Officers are elected for one year terms.

4.4. Election. Officers are elected by members of the Council as soon as practical after the conclusion of the annual meeting.

4.5. Duties.

Duties of the Association's officers are described below. Officers may take on additional roles and responsibilities on behalf of the Association and may delegate some of their responsibilities to other members of the Council or to members of Committees or representatives appointed by the Council as needed for the efficient and effective operation of the Association.

- a. President. The President is responsible for setting agendas, sending meeting notices, conducting meetings, and communicating with the general membership.
- b. Secretary. The Secretary is responsible for taking and posting minutes of Council meetings, for drafting correspondence as directed by the Council, and for preserving the Association's bylaws, minutes, and other organizational records. At the conclusion of his or her term, the Secretary shall ensure that his or her successor has access to the Association's records.
- c. Treasurer. The Treasurer is responsible for managing the Association's finances, making payments on its behalf, maintaining records of its income and expenditures, preparing an annual calendar year budget, providing regular reports to the Council, and filing any required state and federal tax documents. The Treasurer is also responsible for maintaining records of dues payments by the Association's members and of any gifts or grants made to the Association to further its purposes, and for filing annual reports, changes of the Association's registered agent

and other required organizational documents with the State of Wisconsin. At the conclusion of his or her term, the Treasurer shall ensure that his or her successor has access to the Association's financial and organizational documents.

## **Article 5 - Committees and Appointed Representatives**

- 5.1. Standing Committees. The Council may appoint standing committees to advise the Council or exercise the authority given to it by the Council. The Council may designate the committee chair or authorize the committee members to select a chair. Standing committees continue until expressly dissolved by the Council.
- 5.2. Special Committees. The Council may create short-term and project-specific committees for special purposes. Special committees shall include a Nominating Committee, an Election Committee, and any other committee the Council considers necessary. Special committees are dissolved when they complete the activity or purpose for which they were formed and or by action of the Council.
- 5.3. Appointed Chairs. The Council may appoint a chairperson to lead an event, activity or other special undertaking without appointing a full committee.
- 5.4. Liaisons. The Council may appoint one or more liaisons to represent the Association with organizations of interest to the Neighborhood, either on an ongoing basis or in regard to a specific issue. Liaison appointments may be repealed by action of the Council.
- 5.5. Committee members, chairs, and liaisons must be members of the Association but need not be members of the Council.
- 5.6. Committee chairs, appointed chairs and liaisons are encouraged to participate in Council meetings and shall keep the Council apprised of their activities at the regular Council meetings and in other ways, as appropriate.

## **Article 6 - Meetings**

- 6.1. Council Meetings
  - 6.1.a. The Council shall hold regularly scheduled meetings, typically monthly, at a place and time convenient to its members, as determined by the President in consultation with the Council.
  - 6.1.b. Special meetings of the Council may be called as needed by the President in consultation with Council members or at the request of a majority of Council members. Notice of special meetings shall be provided to members of the Council and to the Neighborhood no less than 24 hours in advance of the special meeting.
  - 6.1.c. Council meetings are open to the public. Members of the Association are encouraged to attend. Advance notice of Council meetings will be provided to Association members and other Neighborhood residents. At least one form of notice provided shall include an agenda and identification of any special topics for discussion at the meeting.

#### 6.1.d. Actions by the Council

- i. Decisions require an affirmative vote by a majority of the Council members present, provided there is a quorum. Only Council members may vote.
- ii. A quorum of at least four Council members must be present, either in person or virtually, for the Council to transact business.
- iii. Meetings may continue without a quorum to discuss and get input on issues, but the participating members may not vote or take action except to appoint new members to fill vacancies as described in Article 3.7, to reach out to absent Council members in an effort to obtain a quorum, or to open or adjourn the meeting.

#### 6.2. General Membership Meetings

##### 6.2.a. Annual Membership Meeting

- i. The Council shall hold an annual meeting for the general membership of the Association in October, November or December each year. The annual meeting may coincide with a regularly scheduled meeting of the Council.
- ii. Notice of the annual meeting shall be widely publicized in the Neighborhood no more than 45 days and no less than 10 days before the meeting date. Election information will be disseminated in the weeks before the annual meeting, as described in Article 3.6.
- iii. The purposes of the annual meeting shall be to elect or to announce and welcome newly elected members of the Council, to provide updates on the Association's activities, and to provide an opportunity for information sharing and discussion.

6.2.b. Special Membership Meetings. The Council may hold one or more general membership meetings in addition to the annual meeting on topics of general interest to the Neighborhood, to provide information about and solicit input regarding issues affecting the Neighborhood, or to consider and vote on amendments to the Association's bylaws. Notice of special membership meeting shall be provided at least ten days before the meeting date.

## **Article 7 - Amendment of the Bylaws**

7.1. Procedure for Amendment. The Association may amend these bylaws by the approval of a majority of the members present and voting at two consecutive meetings of the general membership.

7.2. Notice. The Association may not create, repeal, or amend a provision of these bylaws unless a notice reasonably likely to apprise most all members of the specific nature of the proposal has been given at least ten, but not more than 45, days before the meeting at which the proposal is acted upon.

## **Article 8 - Dissolution**

8.1. Procedure for Dissolution. The Association may be dissolved by a majority vote of the Council, followed by a poll of the general membership in which a majority of votes cast favor dissolution.

8.2. Notice. Neither the Council nor the general membership may vote to dissolve the Association unless a notice reasonably likely to apprise the Neighborhood of the specific nature of the proposal has been given at least 15, but not more than 45, days before the meeting at which the proposal is acted upon.

8.3. Disposition of Assets. As part of the dissolution process, the Association shall pay or provide for the payment of all its liabilities and transfer its remaining assets to a successor organization. The successor organization must be a tax exempt organization under the federal Internal Revenue Code whose purposes are consistent with the Association's purpose.

Effective Date: March 4, 1992

Amended November 18, 1998

Amended November 17, 1999

Amended October 20, 2021