

Vilas Neighborhood Association Charter

Article 1 — Establishment

The Vilas Neighborhood Association is established as a not-for-profit civic organization, no part of the net earnings of which may inure to the private benefit of any individual.

Article 2 — Purpose

The Vilas Neighborhood Association's purposes are enhancement of the Neighborhood's residential character and attributes and the promotion of 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.

Article 3 — Neighborhood

The Vilas Neighborhood includes the area circumscribed by Monroe Street, Regent Street, South Randall Avenue extended to Lake Wingra, Lake Wingra, and Edgewood Avenue and also the residential property at 1110 Edgewood Avenue.

NOTE: The Vilas Neighborhood identified includes several smaller neighborhoods, some defined by history, some by self-identification, some overlapping others or subsets of others, some emerging or yet to emerge, some enduring, some ephemeral, but all part of the larger neighborhood that Article 3 defines. The constituent neighborhoods include:

Wingra Park: The neighborhood circumscribed by Edgewood Avenue, Monroe Street, Garfield Street, Chandler Street, South Randall Avenue, and Lake Wingra

Oakland Heights: The neighborhood circumscribed by Monroe Street, Regent Street, South Randall Avenue, Chandler Street, and Garfield Street.

Vilas Circle, Presidential Streets, and others.

Article 4 — Membership

Member means an individual aged 18 years or more who makes his or her principal residence in the Neighborhood and who has paid the dues established under Article 7.

Article 5 — Neighborhood representatives; selection and responsibilities

1. Number. The Vilas Neighborhood Association has 8 neighborhood representatives.

2. Terms. A term is approximately 24 months, being more precisely identified as the period between the adjournment of an annual meeting and the adjournment of the second subsequent annual meeting. Half of the terms begin in even-numbered years, half in odd-numbered years.

3. Qualifications. At the time of his or her election and throughout the member's term, each neighborhood representative must be a resident of the neighborhood and must not hold or have declared himself or herself to be a candidate for election to a public office. In the event of a dispute about the qualifications of a neighborhood representative, the remaining representatives may decide the question or declare the position vacant.

4. Officers. As soon as practicable after the conclusion of the annual meeting the neighborhood representatives select from among their number a president, a secretary, a treasurer and any other officer they wish to designate.

NOTE: The president may preside at meetings of the Council and of the general membership. The secretary may maintain the organization's records, including the minutes of meetings and mailing lists. The treasurer may account for the Association's income and expenditures.

5. Nominations. The president will appoint members of the nominating committee from among the Council members whose terms are expiring and from other Association members, not members of the council, so that the total number may be as many as six but not more than six. Officers of the Association may not serve on the nominating committee. The president will designate as chair a member of the nominating committee who is not currently a Council member. The nominating committee shall convey to the Council nominations of one or more candidates for every position to be filled at the next annual meeting by a date that will permit the Council to give the notice required by 6.

NOTE: The initial members intend for the nominating committee to be of extreme importance to the Association and encourage the committee's members to assess the Association's needs, to identify

residents of the Neighborhood who can meet those needs, and to recruit those individuals for nomination. The Committee is encouraged, but not required, to nominate more candidates than there are positions to be filled. The Committee is typically composed of council members whose terms are not expiring; this allows the largest available pool of possible candidates.

6. Notice of annual meeting. At least ten but not more than forty-five days prior to the date selected for the annual meeting, the Council will, in a manner reasonably likely to apprise all the members, inform the members of the recommendations of the nominating committee and that additional nominations may be made at the annual meeting at the written request of ten or more members.

7. Selection. At each annual meeting the members shall, by written, secret ballot, elect a sufficient number to the Council of neighborhood representatives to fill all positions commencing at the meeting's conclusion. Each member may cast one ballot on which is recorded the member's vote for as many candidates as there are positions to be filled. Each candidate for whom a majority of those voting casts a ballot is elected. If an insufficient number are elected in the first round of balloting, a second round of balloting shall immediately follow. If association members propose additional name(s) for the council, they should inform the Nominations Chair two days before the annual meeting so the names may be included on a ballot. If only four names are put forth for nomination, unanimous consent may be moved at the annual meeting to adopt the slate. Ballots are not necessary for unanimous consent.

NOTE: The first election under this section will occur at the annual meeting in 1992.

8. Vacancies. An individual ceases to be a neighborhood representative upon submission of his or her resignation to the president or to the Council or upon ceasing to meet the qualifications for selection or by the declaration of the Council's remaining members that the position is vacant. Whenever a vacancy occurs, the chair, with the concurrence of 5 or all of the Council's members (whichever is the smaller number) may in accord with the qualifications under 2 appoint a member to fill the position for the balance of the unexpired term.

Article 6 — Committees

The neighborhood representatives, by the affirmative vote of 5 or more members, may create standing committees as well as short-term and project-specific committees, and authorize any method for the designation of the committees' chairs. Each committee is dissolved by the adjournment of the annual meeting.

NOTE: Although this charter does not establish any committees, the initial members intend for the Association to rely on a system of committees that may include committees on traffic, parking, residential preservation and development, zoning and conditional uses, parks and recreation, resident-business relations, library services, schools, children's events, special events, new residents, special interest committees (like bridge, golf, child care, books, etc.) newsletter, programs, nominating, and other subjects as merited as well as committees to address the interests and concerns of the various neighborhoods within the Association's boundaries.

Article 7 — Neighborhood Council; members and responsibilities

1. Council's members and responsibilities. The Council comprises the neighborhood representatives and the chairs of the standing committees. Whenever merited, the Council will place matters affecting the Association before the members at a general membership meeting after due notice; but otherwise the Council may undertake any act to further the purposes identified under Article 2 including changing the Association to or from a corporation.

2. Meetings. The Council meets at least quarterly at an hour and place convenient to its members at the call of the chair or of the neighborhood representatives.

NOTE: The initial members intend that the Council will meet monthly or with greater or less frequency as merited. The secretary may direct notices and minutes of the Council's meetings to each member of the Council. The Council may welcome and encourage all members of the Association to attend the Council's meetings.

3. Delegation of authority. The Council may enter into contracts to further the Association's purposes and may delegate any of its responsibilities.

4. Preservation of records. The secretary is responsible for preserving the charter, rules, minutes of the meetings of the general membership and Council, and records of financial transactions, and will convey the same to his or her successor and will, upon request, provide a copy of the foregoing to any member.

Article 8 — General Membership Meetings

1. **Time and place.** The Council will set general membership meetings as frequently as merited and shall designate one meeting in September, October, or November as the annual meeting. In the absence of countervailing considerations there is a preference that October be selected as the month of the annual meeting.

NOTE: The initial members intend that the Association's members meet monthly or bimonthly at a regularly scheduled hour and place but leave to future Councils the frequency, hour, and location of meetings. In any event, one meeting each year should be designated the annual meeting for selection of members of the Council.

2. **Quorum.** At least three neighborhood representatives or one-third of the members of the Neighborhood Council must be present for the Vilas Neighborhood Association or the Neighborhood Council to transact business; but whenever delay will result in substantial detriment or inconvenience to the Association, the president, after consultation with as many Council members as practicable, may act for the Association.

3. **Voting.** No one may cast more than one vote. No one may vote by proxy. A member must be present to vote.

Article 9 — Financial Administration

1. **Fiscal Year.** The fiscal year of the Association shall begin on the first day of January of each year.

2. **Financial Support.** The Council may establish annual dues for members. The Council may accept gifts and grants to further the Association's purposes. The Council may charge a fee for specific services or events.

NOTE: The initial members intend that the dues never be set to exclude any resident's participation in the Association.

3. **Annual Budget.** A budget shall be prepared annually by a committee consisting of the president and the treasurer, ex officio, and at least three other Council members appointed by the president, one of whom shall be designated as chair. The Council shall submit to the membership for adoption at the annual meeting a budget for the ensuing year. A copy of the proposed budget shall appear in the last Association newsletter prior to the annual meeting.

Article 10 — Amendment of Charter

1. **Procedure for amendment.** In accordance with 2 of this article and with Article 8, the Association may amend this charter by the approval of a majority of the members present and voting at two consecutive meetings of the general membership.

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

Article 11 — Dissolution

The Association may dissolve the Association and, after paying or providing for the payment of all the Association's liabilities, transfer its assets to any successor organization that is a tax exempt organization under the federal Internal Revenue Code and whose purposes are consistent with the Association's purposes.

Note: The notes accompanying this charter are not parts of the charter. They are merely guides to interpretation.

March 4, 1992
 Amended November 18, 1998
 Amended November 17, 1999