

WEST MAKA SKA NEIGHBORHOOD COUNCIL BYLAWS

As revised October 12, 2021

Article I: Name

The name of the organization is West Maka Ska Neighborhood Council, abbreviated WMSNC.

Article II: Purpose

The purpose of the organization is:

1. to promote a greater sense of community among the residents of the neighborhood;
2. to ensure full representation in civic affairs of all demographic groups, especially those that are currently underrepresented;
3. to have a voice in civic affairs affecting our community;
4. to maintain and improve our neighborhood environment;
5. to develop a sense of public citizenship in the community
6. to promote social, cultural, recreational and educational opportunities in the area;
7. to establish regular communications with neighborhood residents, other neighborhood groups, and government officials and bodies on issues affecting the neighborhood;
8. to act and pursue the interests of the neighborhood on issues in a non-partisan way;
9. to represent the West Maka Ska neighborhood before City boards, commissions, and other governmental entities as needed.
10. To work collectively with neighborhood associations throughout the city to address pressing issues for the common good.

Article III: General Membership

The West Maka Ska neighborhood shall be defined as that general area bounded by: 1) Lake Street on the north, 2) Bde Maka Ska on the east, 3) West 36th Street on the south, and 4) France Avenue on the west.

General membership shall be open to all individuals of legal voting age residing in the neighborhood and each business or non-profit organization located within the boundaries described above may send one duly appointed representative.

Article IV: General Membership Meetings

1. There shall be an annual general membership meeting at least once per year as designated by the Board of Directors, at which time election of members to the Board of Directors shall occur.

2. There may be special general membership meetings as prescribed by the Board of Directors.
3. A special general membership meeting may be called by a petition of no fewer than 25 members.
4. A notice containing the agenda of the general meeting shall be made available to the public at least seven days prior to the meeting
5. All general membership meetings shall be open to the public.

Article V: Monthly Board of Directors Meetings

1. The Board of Directors shall meet monthly and/or as designated by the Board of Directors.
2. All members of the Board of Directors shall be notified of the date, time and place of all Council meetings. All monthly Board of Directors meetings shall be open to the public.

Article VI: Voting

1. Voting for the election of the Board of Directors shall be limited to general members, as defined in Article III. There is one vote per member.
2. Voting at Council meetings shall be limited to the Board of Directors.
3. Action without a meeting.

This organization recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the organization can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the organization, or to an officer or agent of the organization who is authorized by the organization to receive the communication.

Any action that may be taken by the Board of Directors may be taken without a meeting, when authorized in writing by 5 of the Directors. Any action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. All Directors entitled to vote shall be notified immediately of the action's text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby.

A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. Any action taken without a meeting will be presented as such in the Minutes of the next full Board Meeting immediately following the action.

Article VII: Quorum

1. At the annual general membership meeting, those present and voting constitute a quorum.
2. At any special membership meeting as prescribed by the Board of Directors, those present and voting constitute a quorum.
3. At any meetings of the Board of Directors, a simple majority shall constitute a quorum.

Article VIII: Fiscal Year

The fiscal year shall be from January 1 to December 31 of any given year.

Article IX: Board of Directors

A. Membership

1. The Board of Directors shall consist of a minimum of 6 and a maximum of 11 elected members from the general membership and no person who is currently serving on the Board of Directors of any other neighborhood council shall be eligible to serve. It is recommended that the Board of Directors shall, if at all possible, consist of a representative cross-section of the West Maka Ska neighborhood.
2. The Board of Directors shall be elected by a majority vote of general members at the annual general membership meeting for a term of one year or until the next annual general membership meeting. Nominations for Board of Directors members may be made from the floor.
3. Officers of the Board shall consist of the chair, vice chair, secretary and treasurer.
4. Officers of the Board shall be elected by a majority vote of the Board of Directors after the annual general membership meeting for a term of one year or until the next election of officers.
5. Vacancies occurring between the annual general membership meetings shall be filled by either special election or by appointment as prescribed by the Board of Directors.

6. Any member of the Board of Directors may succeed herself/himself if reelected. However, no more than 25% of the seated board can have served more than six consecutive years.
7. Any board member may resign in writing. Further a Board member's absence from three consecutive meetings of the Board without communicating the reason for those absences to the Board shall constitute resignation, effective upon adjournment of the third meeting.

B. Powers and Duties

1. The powers of the Board of Directors shall be those powers usually consistent with the operation of an organization, including, but not limited to, the filling of vacancies among its committees, management of fiscal affairs, the deliberation of issues and establishment of organization positions through communication with the membership, the dissemination and implementation of such positions, appointment of special representatives of the organization, development of operational guidelines, and such activities as it may desire which are not inconsistent with these by-laws.
2. The duties of the chair shall be to set the agenda and preside at all meetings of the organization, nominate committee chairs, and act as official spokesperson of the organization, and such other duties as the Board of Directors may prescribe.
3. The duties of the vice-chair shall be to perform the duties of the chair in the event the chair is not able to do so, and to perform other duties as the Board of Directors may prescribe.
4. The duties of the secretary shall be to record the minutes of each meeting, to notify Board members of special Board meetings, and to assist in the preparation of letters and reports of the organization, and such other duties as the Board of Directors may prescribe. If a staff Neighborhood Coordinator is available, these duties may be delegated to that person and no secretary need be elected.
5. The duties of the treasurer shall be to pay bills approved by the person or persons authorized to approve bills and to work with a bookkeeper or accountant to keep and record the financial transactions of the organization.

Article X: Conflict of Interest Policy

The Board of Directors of the West Maka Ska Neighborhood Council (WMSNC) shall avoid any conflict between their own respective personal, professional or business interests and the interests of the Council in any and all actions taken by them on behalf

of Council in their respective capacities. In the event that any Board member or staff person shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with WMSNC including but not limited to transactions involving:

1. The sale, purchase, lease or rental of any property or other asset;
2. Employment, or rendition of services, personal or otherwise;
3. The award of any grant, contract or subcontract;
4. The investment or deposit of any funds of the WMSNC

such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he/she has an interest, or otherwise attempting to exert any influence on the WMSNC to affect a decision to participate in such transaction.

Article IX: Committees

1. The Board of Directors may create standing committees, which may include, but are not limited to:
 - a. Communications, Outreach and Events
 - b. Land Use
 - c. Safety (which may be a joint committee with the Cedar Isles Dean Neighborhood Association)
 - d. Greenspace and Environment
2. Each committee shall also consist of at least two Board members and may also consist of general members.
3. The Board of Directors may establish and abolish temporary committees as needed to conduct the affairs of the organization.

Article XII: Amendments

Amendments to these bylaws may be adopted by the general membership at any meeting for which at least 7 days prior written notice has been given. The notice shall be provided to all general members and shall include the general nature of the proposed bylaw changes. The content of the proposed bylaw changes will be made

available on the WMSNC website and a paper copy will be made available on request.
A 2/3 majority of the members present and voting are needed for it to pass.