

CONSTITUTION AND BYLAWS OF THE WINONA WOODS NEIGHBORHOOD ASSOCIATION

CONSTITUTION OF WWNA

ARTICLE I. NAME AND PURPOSE

Section 1. The name of this organization is the Winona Woods Neighborhood Association (WWNA). It is a nonprofit Association.

Section 2. The purpose of WWNA is: To promote, organize, and implement activities which are intended to preserve and develop the character, beauty and quality of life in the neighborhood North of Titus Avenue, St. Paul Blvd. and to the West, Winona Blvd. and to the South and to the East of Seneca Park.

ARTICLE II. BYLAWS

Section 1. Bylaws shall be established, as set forth below, for the purpose of governing the operations and administration of WWNA.

Section 2. Bylaws' Amendments shall be adopted by an affirmative 2/3 vote of those present at a regularly constituted meeting of the WWNA Board of Directors.

ARTICLE III. MEMBERSHIP

Section 1. Membership (individual, family, or organizational) qualifications and requirement for admission, and conditions pertaining to termination shall be specified in the Bylaws.

ARTICLE IV. DUES

Section 1. Dues shall be specified in the Bylaws. All or part of the payment of dues may be deferred or waived by the Board of Directors.

ARTICLE V. MEETINGS

Section 1. An Annual Meeting of the Membership shall be held in February of each year to elect Officers, receive reports, and perform other functions that are required by law or specified in the Bylaws. The President of WWNA shall preside or, in the President's absence, the next highest ranking Officer present.

Section 2. Regular or special Member Meetings, other than the Annual Meeting, can be arranged as prescribed in the Bylaws.

Section 3. Ten (10) Members shall constitute a quorum for any General Member Meeting of the Association.

ARTICLE VI. OFFICERS

Section 1. There shall be a President, a Vice-President, a Secretary, and a Treasurer, all whom shall be elected for one (1) year terms and shall have responsibilities as prescribed in the Bylaws. Up to two (2) Board Members At Large may also hold positions if interest exists.

ARTICLE VII. BOARD

Section 1. A Board, shall be the governing body and shall set the policies of WWNA.

Section 2. The Board shall consist of the officers.

Section 3. A quorum of the Board shall be at least two (3) elected officers. Decisions will be by a majority.

Section 4. Vacancies occurring among those Designated Representatives of each area street shall be filled by a majority vote of the remaining members of the residents of that street unless the position is unopposed.

ARTICLE VIII. NOMINATION AND ELECTION OF OFFICERS

Section 1. The Board shall a list of all candidates for Officers at the February meeting. The procedure for selecting these nominees shall be stated in the Bylaws.

Section 2. At the Annual Meeting, the Board shall submit to all voting Members for their vote a list of all qualified nominees, and shall proceed to conduct the election in accordance with the Bylaws.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the Constitution may be proposed by the Board or by petition.

Section 2. At least 2/3 of all votes cast, providing the total number of those voting is not less than 20% of the total number of Board Members, must be in favor of an amendment for it to be adopted.

BYLAWS OF THE WWNA

ARTICLE I. MEMBERSHIP

Section 1. Membership on individual basis shall be open to all adults who have an interest in promoting the objectives and purposes of WWNA and live within its boundaries.

Section 2. Adult (18 years or older) individuals may become members by registering with the Secretary and paying dues (if any) for the current year. Payment of dues shall entitle all adult members of each household to be voting Members of WWNA.

Section 3. Membership on an organizational basis shall be open to all associations, corporations, partnerships, or other organizations, whether or not organized for profit, which have an interest in promoting the objectives and purposes of WWNA.

Section 4. The Board shall make the final decision as to the eligibility of Adults and Organizations applying for membership.

ARTICLE II. DUES

Section 1. Annual dues for membership are as follows:

- Individual/Household \$0.00
- Organizational \$0.00

Section 2. Dues of Members shall be payable from February 1st of each year. Dues are not refundable.

Section 3. The WWNA fiscal year shall run from February 1st of a given year through January 31st of the following year.

ARTICLE III. MEETINGS

Section 1. The Board shall establish the time and place of the Annual Meeting and give 7 to 15 days' notice of this meeting to the Members.

Section 2. The Board or President may call other Member Meetings at their discretion. The Members shall be given 5 days notice of any special Meeting and its purpose.

Section 3. A special Member Meeting of the WWNA maybe called by petition signed by at least 15 Members. Such a petition must be given to the President at least 7 days before the proposed date of the meeting being called.

ARTICLE IV. ELECTION OF OFFICERS

Section 1. If no more than one (1) candidate is nominated for each office, election of the Officers maybe by voice vote at the Annual Meeting.

Section 2. If any office is contested, ballots bearing the names of the candidates, and the office for which they seek election shall be given to all voting WWNA Members at the Annual Meeting. The candidate receiving the largest number of votes for an office shall be elected to it. The Board shall ensure the validity of the ballots cast.

ARTICLE V. DUTIES OF OFFICERS AND STREET REPS

Section 1. New Officers shall assume the duties of their offices at the Annual Meeting.

Section 2. The President shall preside at all meetings of the Members, Board, and Executive Committee and shall appoint all committee heads and special committees as maybe authorized by the Board or Executive Committee. The President is an Ex-officio member of all WWNA Committees. The President prepares the agendas for all Meetings of WWNA and acts as the spokesperson for the organization or appoints others to do that in specific instances. The President oversees the division of responsibilities among Officers. The President deals with all items requiring organizational decisions; allocating responsibility for making decisions to appropriate group or individual, including him/herself.

Section 3. The Vice-President assumes the responsibilities of the President in his/her absence or disability. The Vice-President will give particular attention to overseeing a portion of the organization's activities, especially committees, programs, and coalitions as determined in consultation with the President.

Section 4. The Secretary will have responsibility for seeing that minutes of the Board and General Meetings are taken, approved, and stored. He/she will also have responsibility to see that a master list of Membership, and Constitution and Bylaws are up to date prior to each Member Meeting.

Section 5. The Treasurer shall have charge of the WWNA funds, and shall keep a regular account of them. The Treasurer shall make disbursements of the funds that are authorized by the Board or Executive Committee. All bills amounting to \$21 or more shall be paid by check, signed by the Treasurer. The Treasurer shall make regular reports of WWNA financial situation. The Treasurer shall present annually to the February Board Meeting a balance sheet of accounts as of the 31st of January for the previous fiscal year.

Section 6. The Street Representatives shall primarily act as liaison between their street residents and the Association. Their duties include: collecting yearly dues and remitting them to the Treasurer, and distribution of the Newsletter among other activities delegated by the Board or Executive Committee.

ARTICLE VI. ORGANIZATION

Section 1. The President may appoint any Special Committee deemed necessary. The Committee Chairperson of a Special Committee shall serve upon the recommendation of the President and a majority of the Board.

Section 2. The Standing Committees of WWNA as established by the Board are: Neighborhood Watch. Chairpersons of the Standing Committees shall serve upon the recommendation of the President and a majority of the Board. Standing Committees of WWNA must make at least one verbal report of activities before the Board of Directors each year.

Section 3. All external committee activities such as correspondence, news release, or public statements stating or implying a position of WWNA must be reviewed and approved in content (not structure) by the President prior to its release with a copy or summary presented to the Executive Committee at its next nearest meeting.

Section 5. No WWNA Committee shall not be limited in its number of members and shall be open to all Members willing to participate in that committee's activity unless otherwise stated in these Bylaws.

Section 6. A disclaimer: Officers and Directors shall not be held liable for any accidents, debts, or liabilities incurred by WWNA.