

**CAMBRIDGE WOODS NEIGHBORHOOD ASSOCIATION
BYLAWS**

ARTICLE I. NAME

- 1) The name of this organization is the Cambridge Woods Neighborhood Association, hereinafter referred to as CWNA or the Association.

ARTICLE II. PURPOSE

- 1) Encourage the participation of all who live within our boundaries to achieve the goals within this Article, including homeowners, families, renters, students, the elderly and businesses;
- 2) Work to achieve, maintain and celebrate the aesthetic quality of our neighborhood, including homes, businesses, institutions and public areas;
- 3) Promote communication and coordination with government, private and public resources so as to serve the goals within this Article;
- 4) Celebrate and encourage neighborhood aspects and behaviors that serve the goals within this Article and oppose those that do not;
- 5) Receive and administer funds in accordance with the terms of these bylaws and may operate as a non-profit corporation in the state of Wisconsin;
- 6) To do all such other acts as are necessary, expedient, or appropriate to accomplish any of the objects and purposes for which this organization/ corporation is formed.

ARTICLE III. BOUNDARIES

- 1) The boundaries of CWNA are described as:

Providence Avenue to the North;
Riverside Park to the South;
Oakland Avenue to the East, West of the street centerline;
Milwaukee River to the West

ARTICLE IV. MEMBERSHIP AND DUES

- 1) Membership is open to the following individuals who have paid annual Membership dues as determined by the board of directors.
 - a) Resident Membership: Any resident within the CWNA boundaries;
 - b) Associate Membership: Any property owner, operator of a business serving CWNA residents, or individuals who share the goals of the Association.
- 2) Membership in the organization shall be for one calendar year, beginning January 1 and ending December 31, with dues payable by January 31 for Current members, and upon entry to the CWNA for new members.
- 3) Annual membership dues of the CWNA are not refundable and are to be set by the Board and approved by active Association members.
- 4) Active members are those individuals who pay the annual dues of CWNA.
- 5) Membership will be terminated by failure to pay annual membership dues. Membership may also be terminated for conduct detrimental to the interests of the CWNA. The Board of Directors may suspend

or terminate any individual's membership privileges by an affirmative vote of two-thirds (2/3) of the sitting board. 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.

ARTICLE V. PRIVILEGES

- 1) Any individual may attend meetings and have a voice from the floor, with consent of the presiding officer.
- 2) Only active Resident members are entitled to vote, hold office and chair committees.
- 3) There will be one vote allotted per paid Resident membership unit.

ARTICLE VI. MEETINGS

- 1) The annual meeting of CWNA shall be held in November at a time and place set by the Board.
- 2) At least four regular meetings of CWNA shall be held every year at a time and place set by the Board.
- 3) Special meetings may be called by a majority of the Board or by petition of at least 20% of the membership to the President.
- 4) Prior notice of special and general meetings must be provided to active members.
- 5) At least 7 active members present at a meeting shall constitute a quorum.
- 6) The president with the approval of the Board sets the meeting agenda. Any CWNA Current member may add an item to a future meeting agenda.

ARTICLE VII. OFFICERS

- 1) The officers of CWNA are president, vice president, treasurer and secretary.
- 2) The officers are elected at the annual meeting of CWNA. A candidate must receive a majority of votes cast in order to be elected.
- 3) If the office of president should become vacant, the vice president shall assume the office of president until the next general election.
- 4) Vacancies in other offices shall be filled until the next general election by a majority vote of the Board.
- 5) An officer may be recalled by two-thirds vote of active members at a regular meeting, provided notification of such action was given at least fourteen (14) days prior to the meeting.
- 6) Responsibilities of officers:
 - a) **PRESIDENT** – Presides at all meetings of CWNA and of the Board of Directors; exercises general supervision over the affairs of CWNA and insure that decisions and resolutions of the Board and the membership are executed; with approval of the Board, has the power to execute contracts and authorizes other instruments on behalf of CWNA; reports actions of the Board at meetings of CWNA.
 - b) **VICE PRESIDENT** - Represents CWNA in the absence of the president and exercises the powers of that office; assists the president in planning and organizing meetings and special events approved by the Board; is ex-officio member of all committees.
 - c) **TREASURER** – Responsible for the funds of CWNA and secures their deposit as directed by the Board; keeps records of finances of CWNA and makes them available for inspection at any

- regular general or Board meeting; collects and deposits dues and other funds of CWNA; executes checks, drafts, promissory notes or other evidence of indebtedness issued in the name of CWNA. Such instruments of indebtedness must be co-signed by either the president or vice president, with Board approval required for payments exceeding \$50.
- d) SECRETARY – Keeps minutes of all meetings of CWNA and the Board of Directors and makes them available for inspection at any regular general or Board meeting or as requested by a member; is responsible for correspondence of CWNA as directed by the president or Board; serves a custodian of CWNA records.
- 7) Officers will serve a two-year term with a maximum of two concurrent terms. The President and Treasurer will be elected in the odd year. The Secretary and Vice President will be elected in the even year.

ARTICLE VIII. BOARD OF DIRECTORS

- 1) The direction and management of the affairs of CWNA and the control of its business shall be vested in the Board of Directors and shall be subject to any restrictions imposed by law, the Bylaws, or by vote of the membership.
- 2) The Board of Directors shall be composed of nine (9) members: the four (4) officers of CWNA; five (5) at large directors.
- 3) Only a Resident member of the CWNA is qualified to serve on the Board of Directors.
- 4) A member who holds or has filed intent to run for any publicly elected office may not serve on the Board of Directors.
- 5) Upon the resignation of any at-large member, the Board of Directors shall appoint someone to fill the vacancy for the un-expired term.
- 6) Only one member per paid membership unit can be on the Board at one time.
- 7) The term of membership on the Board is the one (1) calendar year subsequent to the November election for at-large members.
- 8) A majority of five (5) Board members present at a Board meeting shall constitute a quorum. Meetings may include those conducted through electronic means.
- 9) The Board shall meet at least quarterly as called by the president or by request of a majority of members of the Board. Board members must receive prior notice of Board meetings.
- 10) The Board shall provide an annual report to the membership summarizing CWNA activities for the prior year at the annual meeting.
- 11) Any Board member shall have the right to request an item be considered at a Board meeting for inclusion on an upcoming agenda.
- 12) Any Board member shall have the right to request an in-person report from a committee or liaison at a Board meeting.
- 13) At the Board's request, an audit may be conducted of the finances of CWNA by a committee appointed by the president. The committee shall report the results of the audit at the next general meeting.
- 14) Decisions of the Board may be rescinded by two-thirds (2/3) vote of the active members present at the next meeting of CWNA.
- 15) Any Board member may be removed from office by a two-thirds (2/3) vote of the Board of Directors whenever, in their best judgment, the best interests of the CWNA will be served thereby, provided at

least fourteen (14) days advance notice is given to all Board members. Such removal does not constitute expulsion from the CWNA. Any Board member may resign at any time upon giving written notice to the Board of Directors.

- 16) Only persons authorized by the Board may speak on behalf of the organization.

ARTICLE IX. COMMITTEES AND LIAISONS

- 1) The following five standing committees are established for the purpose of organizing and executing the work of the Association as directed by the Board of Directors. Each standing committee shall be responsible for meeting on a regular basis and shall submit an annual report to the membership during the November annual meeting:
 - a) Communications – The Communications Committee shall develop and maintain a system for regularly communicating with all members of CWNA, as well as other neighborhood residents when appropriate. The committee is responsible for content and maintenance of the Association’s electronic web site. The committee shall maintain and update a list of neighborhood Block Heads.
 - b) Fun and Games- The Fun & Games Committee shall focus on events and activities that will members of the Association together and shed positive light on the neighborhood and surrounding area.
 - c) Membership - The Membership Committee shall maintain a database of CWNA members. The committee shall direct relevant information, including the database, to CWNA committees as needed. The committee shall develop initiatives to increase membership and to encourage membership renewal. Membership information is to be used only for proprietary CWNA purposes.
 - d) Neighborhood Quality – The Neighborhood Quality Committee shall design and implement programs to address problems related to the condition and appearance of properties, and other quality of life issues in the Cambridge Woods neighborhood. The committee shall also develop and implement programs to encourage and reward responsible actions in this area. The Committee shall facilitate the flow of information to Cambridge Woods residents regarding various community resources related to quality of life, property ownership and maintenance.
 - e) Safety- The Neighborhood Safety Committee shall address general safety and security of the neighborhood in partnership with local policing officials and other interested groups.
- 2) The Board of Directors shall appoint a Nominating Committee three (3) months prior to the annual November election. The Nominating Committee shall be responsible for developing a list of candidates for CWNA offices to be submitted for election at the annual meeting. The past president shall chair the Nominating Committee. Active members may propose candidates with the committee’s consent from the floor at the annual meeting.
- 3) Individual directors-at-large shall be assigned by the Board to sit on each of the standing committees of CWNA, with appropriate input from the directors-at-large about their interests. Each director-at-large shall be responsible for forwarding committee reports to the Board, assisting with committee requests for funds, and promptly communicating major developments to the Board.
- 4) Special committees may be appointed by the president with approval of a majority of the members of the Board.
- 5) Committee chairpersons, from time to time, may request to report directly to the Board.
- 6) Committees shall report to the membership of CWNA, either through the assigned director-at-large or through the committee chair, at regular general membership meetings.
- 7) Committee membership shall be open to Board members, CWNA members and any other interested party who wishes to volunteer services for committee assignments.

- 8) Liaisons shall serve as representatives of CWNA to other organizations, such as (but not limited to) the University Neighborhood Association (UNA), Eastside Transportation Management Association (ETMA), and the Oakland Avenue (Business Improvement District) BID as specifically assigned by the Board of Directors.
 - a) Liaisons shall regularly report to the president of CWNA and cannot speak on behalf of the association without the approval of the Board of Directors.
 - b) Liaisons shall be prepared to report to the Directors at a Board meeting at the request of any Board member.
 - c) Liaisons shall report to the membership of CWNA at regular general membership meetings.
 - d) Liaisons shall serve for a term of one year that is renewable at the boards request with no limit to term.

ARTICLE X. FISCAL ACTIVITIES

- 1) The fiscal year of the Association shall run from Jan. 1 to Dec. 31, with an annual budget to be finalized during the month of January.
 - a) Each committee shall submit to the Board of Directors an annual budget request by Oct. 31.
 - b) Any unanticipated funding request that was not included in the annual budget must be submitted to the Board for approval.
- 2) Upon approval of the President, individual members of the Board may incur expenses on behalf of the Association for operation of its activities in relation to supplies, postage and printing, not to exceed \$50 per occurrence.
- 3) The Board as a whole may incur unbudgeted expenses on behalf of the Association, as it deems necessary for operation of the Association's activities. The board shall report such expenditures to the membership at the next general meeting.
- 4) The treasurer and either the president or vice president CWNA must sign all checks, drafts, promissory notes or other evidence of indebtedness issued in the name of the Association.
- 5) The Association and its committees may solicit money, and in-kind contributions for specific projects or events.
- 6) Projects or events may be proposed by any member of the Association in good standing or by the Board of directors as a body. The person(s) proposing a project or event must develop a brief prospectus on the project along with a funding request to the Board of Directors at least four weeks prior to the monthly board meeting at which it is to be considered for approval. Projects or events can be terminated and/or suspended at any time by a simple majority vote of the Board of Directors. Any excess monies solicited shall revert to the general fund.
- 7) The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests or other devises for use by the Association.
- 8) All funds of the Association shall be deposited in a timely manner into a bank depository designated by the Board of Directors.
- 9) The Board of Directors shall review all requests to donate to other organizations or causes. The Board may choose to make a donation when the interests of the Association would benefit, with decisions made strictly on a case-by-case basis.

ARTICLE XI. PARLIAMENTARY RULES

- 1) Robert's Rules of Order, most recent edition, shall govern the conduct of business of CWNA unless otherwise authorized by the bylaws.

ARTICLE XII. AMENDMENTS

- 1) These bylaws may be amended by two-thirds (2/3) vote of active members present at a general meeting, provided that the proposed amendment has been presented in writing to members prior to the next general meeting .

ARTICLE XXIII. RATIFICATION

- 1) These bylaws shall be ratified by a majority vote of active members at a meeting called for the purpose of ratification.