

BYLAWS

Granville Heritage Neighborhood Association, Inc.

Milwaukee, WI

Approved April, 2005

Amended March 14, 2010; July 28, 2010

ARTICLE I: Name

The Name of this Association is the Granville Heritage Neighborhood Association, herein referred to as the GHNA.

ARTICLE II: Offices

The principal office of the GHNA shall be located at 11033 West Green Tree Road, Milwaukee, Wisconsin 53224. The GHNA may have such other offices as the Board of Directors may determine from time to time.

ARTICLE III: Geographic Boundaries of Granville Heritage Neighborhood Defined

Section I: The Granville Heritage neighborhood is bounded by Good Hope Road to the north, Mill Road to the south, 107th Street to the east, and 114th Street to the west. Any property having one side on one of these roads is included in the Granville Heritage neighborhood boundaries.

Section 2: Granville Heritage is a neighborhood comprised of residences, businesses, and public spaces. As Granville Heritage is adjacent to other neighborhoods, some of which may have business or neighborhood associations, nothing in this section shall be construed to confine the activities and interests of GNHA to this geographical area. The GNHA may combine its activities and interests with other neighborhood or business organizations.

ARTICLE IV: Purpose and Mission

The purpose of the GHNA shall be to engage in any and all lawful activities for which this corporation may be incorporated under the laws of the State of Wisconsin, as such laws may be amended from time to time. To the extent consistent with the above general purposes, without limiting the activities it may undertake in furtherance of such objectives and purposes, the Association shall:

Section 1: EDUCATION, COLLABORATION & COOPERATION

Subsection A: Promote and improve communication within and outside of the neighborhood pertaining to community concerns.

Subsection B: Explore, promote and coordinate projects designed to advance the quality of life for those who live, work, conduct business, and recreate in the area.

Subsection C: Collaborate and cooperate with neighbors, community organizations, religious organizations and local businesses to advance the quality of life for those who recreate, live and work in the area.

Section 2: PROHIBITED ACTIVITIES

Subsection A: The Association’s primary activity will not be the operating of a social club. The above does not prohibit the organization’s involvement in social activities.

Subsection B: The Association will not carry on a business with the general public in a manner similar to organizations which are operated for profit.

Subsection C: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to any member, director or officer of the Association, or to any other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Association and to make payments and disbursements in furtherance of the purposes outlined in Article III hereof.

Subsection D: Notwithstanding any other provision of these Bylaws, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes and mission of this Association.

ARTICLE V: Membership

Section 1: MEMBERSHIP CATEGORIES DEFINED

Subsection A: A Constituent Member is defined as any individual who resides or owns property within the stated geographic limits. Annual dues are required for Constituent Members.

Subsection B: An Affiliate Member shall be defined as any individual who does not reside within the stated geographic limits, and any business or organization which supports the purposes of the GHNA, and who owns property, and/or who owns or operates a business, within the stated geographic boundaries of the neighborhood. Annual dues are required for Affiliate Membership. Affiliate members do not have voting rights.

Section 2: PROOF FOR MEMBERSHIP

Driver’s license, Wisconsin ID, and any utility bill or other document that has an individual’s name and address within the stated geographic limits of the GHNA shall constitute adequate proof for membership as a Constituent or Affiliate Member.

Section 3: APPLICATION FOR MEMBERSHIP

Constituent and Affiliate members will provide mailing address, phone, e-mail and other contact information for the GHNA mailing list and to assist in confirming meeting attendance as needed.

ARTICLE VI: Membership Meetings

Section 1: GENERAL MEMBERSHIP MEETINGS

General Membership Meetings of the GHNA will be held on dates and locations to be determined by the Board of Directors.

Section 2: AGENDA

The agenda of the General Meetings will include but not be limited to: Introductions, Officer's Reports, Committee Reports, Old Business, New Business, Announcements, and Adjournment. There will be opportunities for networking and socializing before and after the meeting.

Section 3: NOTICE OF GENERAL MEETINGS

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail, or by e-mail, to each member entitled to vote at such meeting, not less than fourteen (14) nor more than twenty-one (21) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon paid.

Section 4: VOTING

All Constituent Members are entitled to vote during General Meetings in which business is conducted. Absentee and proxy voting is not permitted. New constituent members are entitled to vote at the first meeting at which they attend. Constituent members are entitled to one vote per residence.

Section 5: DECORUM

The current edition of Robert's Rules of Order will be used as a resource for maintaining decorum when needed. Meeting presiders may limit discussion due to time constraints at their discretion.

ARTICLE VII: Elections for Officers and Board of Directors

Section 1: OFFICES

The Board of Directors shall be comprised of seven members, and shall be elected by the general membership of the GHNA.

Subsection A: Officers

The four officers of the GHNA shall include a President; Vice-President/President-Elect; Secretary; and Treasurer. The four officers of the GHNA shall be elected by the Board of Directors from members of the Board of Directors.

Section 2: TERMS OF OFFICE

Officers, including the President, Vice-President/President-Elect; Secretary, and Treasurer, shall be elected every year to a 1 year term, starting in 2005. Every member of the Board of Directors shall be elected for a period of two years. Terms of Office are renewable. Each Director is eligible for a maximum of three two-year terms.

Subsection A: Staggered Terms

Board members' terms shall be staggered to allow for smooth transition. Four board members will run in even-numbered years. Three board members will run in odd-numbered years. This change will allow for sufficient experienced members who can orient those new to the board each year. Thus, each year board members will run for the board.

Section 3: INTERIM OFFICERS

Interim officers, comprised of an acting President; Vice-President; Secretary; and Treasurer shall serve during the interim period. The interim period is defined as the period from the founding date of the GHNA in April, 2005 to the date of election of the officers by the general membership.

Section 4: ELIGIBILITY AND QUALIFICATIONS OF CANDIDATES

Candidates for office and the Board must be Constituent Members of the GHNA.

Section 5: NOMINATION OR SELF-DECLARATION OF CANDIDACY

Nomination or self-declaration of candidacy shall be permitted in the election of officers and Board members, which will occur at the first General Meeting of the year. Although nominees need not be present to be nominated or elected, they must give their permission to be elected.

Section 6: TIME OF ELECTIONS

Board members shall be elected at the first General Meeting of the year. Elections shall be held every year.

Section 7: ELIGIBILITY OF VOTERS

The Treasurer shall verify eligibility of members to vote at the first General Meeting of the year. Each residential address shall have one vote.

Section 8: ELECTION PROCEDURES

Voting shall be in person at the first General Meeting of the year. No absentee ballots or ballots by mail or proxy will be permitted.

Section 9: VOTE NECESSARY TO ELECT

Board Members shall be elected by a simple majority of the votes cast. In the case of a tie, a second vote will be held. In the event of a second tie, a lot will be drawn by an individual chosen by the Presider of that meeting.

Section 10: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of section 181.70 of the Wisconsin Statutes or under the provision of the articles of incorporation or the bylaws of the GHNA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11: TIME WHEN NEW BOARD MEMBERS ARE INSTALLED

The term of office for all elected board members shall begin at the adjournment of the first General Meeting of the year.

Section 12: VACANCY IN OFFICE

Should a vacancy occur for any reason in any office or the Board, the unexpired portion of the term of said office may be filled by appointment of the Board of Directors until the next regularly scheduled election.

ARTICLE VIII: Board of Directors

Section 1: GENERAL POWERS

The affairs of the GHNA shall be managed by its Board of Directors.

Section 2: COMPOSITION

This Board of Directors is comprised of the four elected officers and 3 representatives from the geographic area described in Article II, Section 1. The initial Board of Directors shall be elected by the Nominating Committee. The Directors who are not included as the four elected officers will be known as Board Members.

Section 3: VACANCY OF OFFICE

Remaining Board Members shall be empowered to appoint another member to fill an unexpected vacancy of office due to withdrawal, incapacitation or for dereliction or other inability to fulfill the required duties to serve the unexpired term until the next election, within two months of the vacancy.

Section 4: BOARD MEETINGS

The Board shall attempt to meet monthly, but not less than six times in each calendar year. A majority of the Board may call for a meeting at other times. Board members will be notified of meetings at least two weeks before the scheduled meeting dates.

Section 5: QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6: BOARD DECISIONS

The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 7: VACANCIES

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the board of directors. A director appointed to fill a vacancy shall serve for the unexpired term of his or her

predecessor in office. Each such non-officer appointment by the board shall be subject to the approval or disapproval of the members at the next regular meeting of the members.

ARTICLE IX: Duties of Board of Directors

Section 1: PRESIDENT

- a. Submits receipts to Treasurer for prompt reimbursement
- b. Signs contracts for the Association as directed by the Board
- c. Maintains budget as approved by the membership
- d. Liaison with other neighborhood associations or designates liaison
- e. Conducts monthly or bimonthly Board meetings and other relevant activities
- f. Serves as a co-signatory for the bank savings/checking account
- g. Other responsibilities as needed to effectively fulfill the duties of the office

Section 2: VICE-PRESIDENT/PRESIDENT-ELECT

- a. Assumes duties of the President in the absence of or inability of the President to fulfill responsibilities
- b. Participates in monthly Board meetings and other relevant activities

Section 3: SECRETARY

- a. Assumes duties of the President in the absence of or inability of the Vice-President/President-Elect to fulfill responsibilities
- b. Responsible for attendance and minutes of all meetings
- c. Submits receipts to treasurer for prompt reimbursement
- d. Maintains budget as approved by membership
- e. Participates in monthly Board meetings and other relevant activities
- f. Other responsibilities as needed to effectively fulfill the duties of the office

Section 4: TREASURER

- a. Participates in monthly Board meetings and other relevant activities
- b. Collects receipts and disburses expenditures
- c. Maintains accurate list of eligible member addresses
- d. Maintains budget as approved by the membership
- e. Maintains bank account
- f. Submits necessary forms to state and federal taxing agencies
- g. Submits necessary reports as required by law and these Bylaws
- h. Serves as a co-signatory for the bank savings/checking account
- i. Other responsibilities as needed to effectively fulfill the duties of the office

Section 5: ALL BOARD MEMBERS

- a. Participate in monthly or bimonthly Board meetings and other relevant activities
- b. Other responsibilities as needed to effectively fulfill Board duties

Section 6: REMOVAL FROM OFFICE

Board members and officers may be automatically removed from their positions for the following reasons: Failing to resign after moving from the GHNA neighborhood and losing status as a Constituent Member; Incapacitation; Unexcused absence from three consecutive meetings; Dereliction of duties.

ARTICLE X: Finances, Budget, and Treasury

Section 1: RESPONSIBILITY FOR MAINTAINING THE ABOVE

The Treasurer, along with other members of the Board, will submit an annual budget to the Membership for approval.

Section 2: FISCAL YEAR

The fiscal year shall coincide with the calendar year, January 1 through December 31.

Section 3: REMUNERATION OF BUDGETED EXPENSES

Incidental expenses will be reimbursed immediately with provision of a receipt to the Treasurer. If an official annual budget was approved by the Board and membership, then expenses can only be reimbursed if budgeted. Requests for unbudgeted expenses with justification must be submitted to the Treasurer for approval, prior to dispersal of funds.

Section 4: TWO OF THREE SIGNATORIES REQUIRED

The signatures of the Treasurer and the President are required for the dispersal of any funds from any bank account.

Section 5: TREASURY REPORTS

The name and address of the financial institution, and the balance, shall be published at least once yearly as part of a Treasury Report.

ARTICLE XI: Contracts, Checks, Deposits and Gifts

Section 1: CONTRACTS

The Board of Directors may authorize any officer or officers or agent or agents of the GHNA, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2: CHECKS, DRAFTS, OR ORDERS

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the GHNA, shall be signed by such officers or agent or agents of the GHNA, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or by the president of the GHNA.

Section 3: DEPOSITS

All funds of the GHNA shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: GIFTS

The Board of Directors may accept on behalf of the GHNA any contribution, gift, bequest, or devise for any purpose of the GHNA.

ARTICLE XII: Books and Records

The GHNA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having and exercising any of the authority of the Board of Directors. The GHNA shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII: Dues

Section 1: ANNUAL DUES

The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the GHNA by its members, and shall give appropriate notice to the members.

Section 2: DEFAULT AND TERMINATION OF MEMBERSHIP

When any member is in default in the payment of dues for a period of two (2) months from the beginning of the period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors as provided within the GHNA bylaws.

ARTICLE XIV: Committees

Standing or Ad Hoc Committees may be established by the Board and/or the Membership through action at the General Meetings. Activities of committees will be consistent with the function, ideals, and intent of the Association. Each committee shall designate a chairperson, who will serve as the recognized spokesperson for the committee in the area of each committee's function, and report that committee's activities to the Board.

ARTICLE XV: Organizational Affiliations

Section 1: GHNA may choose to affiliate with any organization whose goals are in accordance with those of the GHNA.

Section 2: GHNA Membership may approve of or withdraw from an organizational affiliation at any time.

ARTICLE XVI: Racially Nondiscriminatory Policy

The GHNA shall have a racially nondiscriminatory policy as to participants. It does not discriminate on the basis of race, color, or national or ethnic origin, or sexual orientation. The GHNA shall admit participants of any race to all the rights, privileges, programs, and activities generally accorded or made available to them by the GHNA.

ARTICLE XVII: Operational Limitations

Notwithstanding any other provisions of these bylaws, the GHNA shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XVIII: Dissolution Clause

Upon the dissolution of the GHNA, the board of directors shall, after paying or making provisions for the payment of all of the GHNA's liabilities, dispose of all of the GHNA's assets exclusively for the purposes of the determine, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIX: Initial Approval of Bylaws

Section 1: ADOPTION

These Bylaws must be adopted by a majority attending the Organizing Committee meeting.

Section 2: ANNIVERSARY DATE

The GHNA was founded by neighbors in April, 2005.

Section 3: ORGANIZING COMMITTEE

The Organizing Committee includes the following GHNA members: Beth Eisendrath, Curtiss Harris, Helen Harris, Allen Perry, and Leticia Smith.

ARTICLE XX: Non-Profit Statement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV of the Bylaws. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XXI: Amendment of Bylaws

Section 1: HOW AMENDED

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by one hundred percent (100%) of the directors present at any regular meeting or at any special meeting, if at least fourteen (14) days' written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

Section 2: DOCUMENTATION OF AMENDMENT PROCESS

The proposed Bylaw change shall be included in the minutes of the board of directors meeting at which the Bylaw change is considered. The minutes shall show the date the proposed Bylaw change was e-mailed or otherwise communicated to the board of directors, directors present at the board meeting, and whether the amendment was adopted or rejected.