

# Bylaws of the Eken Park Neighborhood Association, Inc.

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## **Article 1: Name**

The organization will be known as Eken Park Neighborhood Association, Inc., a neighborhood association of the City of Madison, Wisconsin. The abbreviated designation will be EPNA.

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## **Article 2: Purpose**

The primary purpose of the organization is to provide agency to neighborhood residents through democratic participation. The association will accomplish this by:

- Offering a democratic forum for discussing, planning, and decision making;
  - Identifying common goals and working toward their achievement;
  - Advocating on behalf of neighborhood residents;
  - Facilitating engagement with our community;
  - Pursuing other programs and policies deemed appropriate to meet these ends.
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## **Article 3: Geographic Area**

The boundaries of the EPNA will be consistent with the Eken Park Neighborhood, which are: the east side of North Street, from East Washington Avenue to Commercial Avenue; the north side of Commercial Avenue, from North Street to Packers Avenue; the east side of Packers Avenue, from Commercial Avenue to Aberg Avenue; the south side of Aberg Avenue, from Packers Avenue to East Washington Avenue, and the north side of East Washington Avenue, from Aberg Avenue to North Street.

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## **Article 4: Membership**

All persons aged sixteen (16) and over, who reside in, own property in, or operate a business in the above area, are eligible for membership in the Eken Park Neighborhood Association. The EPNA shall afford equal membership opportunity to all persons who meet these eligibility qualifications, regardless of cultural heritage, citizenship, gender expression, sexual orientation, ability, age, income, or political affiliation. Any eligible person having paid the annual membership dues shall be considered a "member in

good standing.” Dues shall be set by a majority vote at a general membership meeting. Provisions may be made for eligible residents, for whom the cost of dues would present an undue financial burden.

#### Membership List

The Neighborhood Association shall maintain a list of members. The list will be made available to officers of the Association and may be made available to members upon request. The membership list and all personal information therein may be used only for purposes directly related to the Neighborhood Association. The list may not be shared, sold, loaned or otherwise provided to other organizations.

#### Revocation of Membership

A member who engages in disruptive, hostile, or otherwise unacceptable behavior at an Association meeting or event, and who had been reprimanded for this behavior on more than one occasion, may have their membership revoked by a Co-chair. Revocation of membership is permanent unless overturned by a majority vote of membership at any meeting in which a quorum is present. A former member, whose membership has been revoked, may appeal the decision once each calendar year by contacting an officer of the Association at least one week prior to a general membership meeting. The question of restoring membership shall then be placed on the agenda for the upcoming meeting and shall remain on the monthly agenda until a quorum vote has taken place.

#### Conflicts of Interest

A conflict of interest occurs whenever a member holds a personal financial interest that will be impacted by the action or inaction of the Neighborhood Association. When a member determines that a conflict of interest exists, that person must declare the conflict to the Neighborhood Association. A member may not vote on matters in which they have a conflict of interest.

#### Indemnification

The Neighborhood Association shall hold harmless and indemnify the Officers Team or any Association member who may be party to a proceeding as a result of the individual being or having been a member of the Neighborhood Association to the fullest extent provided by the laws of the State of Wisconsin.

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## **Article 5: Organization**

The organizational structure of the Neighborhood Association consists of Officers, Committees, and General Membership

### **Officers**

All officers must be members of the Neighborhood Association. Members in good standing, with their consent, may be nominated or appointed as an officer of the Neighborhood Association. Members elected to public office, or who are campaigning for public office, may not hold an officer position in the EPNA. The officers shall consist of: Co-Chairs (two), Secretary, and Treasurer.

Co-chairs shall have the duty and authority:

- To serve as the chief executives of the Neighborhood Association;
- To review Association policies and recommend priorities;
- To represent the EPNA on matters of policy, or to assign responsibility for such representation to other officers or members;
- To preside at meetings of the Officers Team and the general membership;
- To establish the agenda for monthly membership meetings;
- To serve as an ex-officio member, with voting privileges, of all committees;
- To perform all other duties customary to the office.

Secretary shall have the duty and authority:

- To record the proceedings of the Association through meeting minutes;
- To conduct the general correspondence of the Association, and to take responsibility for any act of communication that is not the proper function of other officers, or which has not been designated to another officer or member;
- To keep a record of the bylaws, minutes, and written policies and procedures;
- To keep the Association's membership roll, and to call roll when required;
- To keep a list of existing committees and their members;
- To notify the general membership of monthly meetings and events;
- To notify officers and committee members of the expiration of their terms;
- To perform all other duties customary to the office.

Treasurer shall have the duty and authority:

- To act as fiscal custodian of the Association;
- To keep a record of all financial transactions of the Association;
- To distribute Association funds, as ordered by a majority vote of the general membership at a meeting when a quorum is present, or as determined by the Officers Team;
- To provide a financial report annually and upon request of the general membership or Officers Team;
- To update and maintain the official membership list;
- To perform all other duties customary to the office.

#### Officers Team

The Officers Team consists of two (2) Co-chairs, Secretary, and Treasurer. The Officers Team shall have the duty and authority:

- To meet monthly to discuss the agenda of the membership meetings;
- To appoint ad-hoc committees;
- To call meetings of the committee chairs;
- To, when necessary, make decisions and expenditures between meetings of the general membership. Such decisions involving the allocation of Association funds must be relayed to the general membership at the next monthly meeting.

#### Compensation

No salaries or compensation shall be paid to any officer or member of the Neighborhood Association. Monies received for work done on behalf of the EPNA will be directed to the Association's general funds.

#### Code of Conduct

The officers of the Neighborhood Association are responsible for discharging their duties in good faith and in the best interest of the Neighborhood Association.

#### Elections

Officers shall be elected at the November meeting of the general membership. All terms, except for Co-Chairs, shall be for one (1) year. Co-chairs shall serve a staggered two (2) year term. The initial designation of one (1) and two (2) year terms for Co-chairs shall be decided by lot.

At the September meeting, a call for nominations will be made for each officer position. Nominations can be made at any time between the initial call and before the final membership vote. At the November meeting, members in good standing will vote for each open officer position. The Co-Chair not running for office shall facilitate the election. Along with at least one member not running for office, the Co-chair will tabulate votes and announce the results by the end of the meeting. Votes are subject to a single recount by demand of any member present at the time of the election.

In order to ensure a proper transition of leadership, new officers will assume their duties in January, two months after the election. The schedule of elections may be moved by one month on a temporary basis by a vote of the membership.

#### Resignation of Office

An officer may submit a written resignation letter at any time. If an officer is absent from three consecutive monthly membership meetings without alerting the Officers Team prior to their absences, this will be deemed as a sign of resignation. The position will be filled according to the rules set forth in the bylaws.

#### Removal from Office

An officer will be removed from office by a two-thirds (2/3) vote of members at any meeting in which a quorum is present, provided that a call for, and notification of, the impending vote has been distributed to all members at least fourteen (14) days prior to the meeting.

#### Vacancies in Office

In the event that an officer resigns, is removed from office, becomes ineligible, or is otherwise incapacitated, the position shall be filled by a willing member in good standing through a majority vote at the next membership meeting in which a quorum is present. Until a vacancy is filled, the Officers Team will perform the duties associated with the vacant position.

### **Committees**

Any member of the Neighborhood Association may, and is encouraged to, serve as a chairperson or member of a committee. Although committees may occasionally work with non-members in the community, such individuals may not serve on the committee in an official capacity.

## Committee Formation

Any member in good standing may propose the formation of a Committee. Proposals should include the following information:

- Suggested name of the committee
- Statement defining the goals and responsibilities of the committee
- Suggested chairperson for the committee
- Proposed number of committee members (usually three or greater)
- Designation as “Ad-hoc” or “Standing”
- Estimated completion date for committee activities (if applicable)

## Ad-hoc Committees

Ad-hoc committees are intended to address specific issues of a finite duration. An ad-hoc committee can be formed at any membership meeting through a majority vote. An ad-hoc committee may also be created by the Officers Team; however, such a committee must be confirmed by a majority vote at the next membership meeting when a quorum is present. Ad-hoc committees will be dissolved when they have completed the task for which they were created, after a set period of time, or by a vote of the general membership. In the event that an ad-hoc committee loses its chairperson and a replacement is unable to be found, the Officers Team may dissolve the committee.

## Standing Committees

Standing committees are intended to address permanent or ongoing needs of the community, neighborhood, or Association. The formation of a standing committee must be approved by a majority vote of the general membership, and the continued viability of each standing committee will be reviewed and confirmed by the general membership on an annual basis. In addition to their normal committee duties, the chairperson of a standing committee will occasionally meet with the Officers Team to discuss matters related to the committee or to the Neighborhood Association more generally. When a standing committee loses its chairperson, the Officers Team may fill the vacancy without approval from the general membership; however, the general membership may overturn the decision with a majority vote at the next meeting in which a quorum is present.

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## **Article 6: Meetings**

### **General Membership Meetings**

A general membership meeting shall be held each month at a consistent place and hour, as determined by the membership. An agenda shall be established by the Co-Chairs, in cooperation with the Officers Team, and may be amended by member request. Additional meetings may be called, as deemed necessary by the Officers Team, or by a petition of twenty (20) or more general members. Notice of all meetings of the general membership shall include the time, place, and agenda for such meetings and shall be given at least (1) week prior to the meeting by publication through appropriate channels.

### **Meeting Procedures**

All meetings of the Neighborhood Association, unless otherwise decided by its members, shall be conducted in accordance with Robert's Rule of Order.

Monthly membership meetings are open to the public. Guests and members of the Association may speak during open discussion. However, disruptive behavior such as shouting, name-calling, repeatedly interrupting, or persistently speaking off topic, is considered unacceptable at all Neighborhood Association meetings and events. Such behavior, in the first instance, may result in a reprimand and, in the second instance, in a revocation of membership. Individuals showing disregard for the bylaws and meeting procedures may be engaging in misconduct and could be reprimanded.

### **Voting**

Voting will be limited to members in good standing or to eligible members who have paid their membership dues before the beginning of a meeting in which they intend to cast a vote. Each member will receive one vote and must be present to cast a vote.

All voting matters, unless otherwise specified in these bylaws, shall be determined by a simple majority of voting members at a membership meeting when a quorum is present. A quorum is defined as fifty percent (50%) of the general membership or at least eight (8) voting members of the Neighborhood Association.

The following actions may be undertaken by a simple majority vote at a monthly membership meeting, even if a quorum is not present:

- Approval of minutes
- Send a Thank You letter on behalf of the Neighborhood Association
- Referring an issue to the Officers Team, or to a committee, for further research and future discussion

### **Public Meetings/Public Records**

The Neighborhood Association shall abide by all governing statutes relative to public meetings and public records. Official actions of Neighborhood Association must be recorded as part of the minutes of each meeting. The minutes shall include a record of attendance, the results of any vote(s) taken, a summary of discussion, including all dissenting views. Minutes should be held by the Secretary and made available to any member who wishes to review such records for the duration of the existence of the Neighborhood Association.

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### **Article 7: Financial Matters**

The general membership shall establish procedures concerning the fiscal interests of the Neighborhood Association. The EPNA shall establish an account at a bank or other financial institution and funds shall be withdrawn only upon checks, drafts, or orders of the Association signed by the Treasurer and with the written approval of at least one Co-chair. The fiscal year of the Association shall run concurrent with the calendar year.

### **Gifts and Grants**

The Neighborhood Association may accept gifts, grants, fundraisers or other donations to further its mission as stated in these bylaws. The Neighborhood Association may reject such gifts, grants, or other donations by a vote of the membership if it is determined that such contributions require the Association to act contrary to its mission, if the character of the donor runs contrary to the Association's mission, or if acceptance of the donation would extend the Association beyond its legal capabilities.

## **Fees**

The Neighborhood Association may charge fees for specific services or events sponsored by the Association. Provisions may be made to offer reduced or no-cost options for individuals for whom such fees present an undue financial burden.

## **Property**

Items purchased by the Neighborhood Association are considered property of the EPNA and, as such, shall not be used by individuals or organizations for purposes outside the mission of the Association.

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## **Article 8: Bylaws**

Adoption of, and any proposed amendments to, the bylaws of this organization shall only be acted on at meetings of the general membership at which a quorum is present. Proposed amendments must be announced to members at least one (1) week prior to the meeting. At the first meeting in which amendments are presented, discussion and alterations of the proposed amendments may be considered. A majority vote will then take place to move forward with the confirmation process. Confirmation can be completed through a majority vote at the next meeting in which a quorum is present, provided that no new alterations have been made. In the event that, following the first meeting, one or more monthly meetings occur in which a quorum is not present, the proposed amendments shall be automatically carried over to the next meeting at which quorum is present.

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## **Article 9: Public Action or Representation**

No individual or committee shall take public action nor shall any member represent him or herself as speaking with the support of or in the name of the Association, unless prior authorization is received from the Co-chairs or by a vote of the membership, except as provided for in the bylaws.

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## **Article 10: Endorsements**

The Neighborhood Association may not endorse or support a candidate for public office. Members of the Neighborhood Association may support a candidate, but their membership or position in the Neighborhood Association may not appear in connection

with such support. The Neighborhood Association may endorse specific legislation that will support the mission of the Association.

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### **Article 11: Publications**

The Neighborhood Association may collectively publish and distribute documents in accordance with its mission. Such documents may include, but are not limited to, copies of the bylaws, policies and procedures, fliers, newsletters, and promotional materials. A neighborhood publication may accept paid advertisements, including political advertisements, provided they are so designated. The membership may vote to reject any publication or advertisement that they determine runs counter to the mission of the Association.

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### **Article 12: Cooperation**

The EPNA may cooperate with other organizations on issues of common interest, except as prohibited by a vote of the general membership. Such cooperation must not conflict with rules and regulations of the Neighborhood Association, as put forward in these bylaws.

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### **Article 13: Merging**

The Neighborhood Association may merge with another neighborhood association if such a merger is deemed to be in the best interests of both parties. The merger must be approved by a two-thirds (2/3) vote at two (2) consecutive general membership meetings at which a quorum is present. All members must be notified in writing at least fourteen (14) days prior to the first vote. If the consecutive votes are achieved, the EPNA will also require the merging neighborhood association to confirm its decision with a vote of its general membership.

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### **Article 14: Dissolution**

The Neighborhood Association may be dissolved by a two-thirds (2/3) vote at two (2) consecutive general membership meetings at which a quorum is present. All members must be notified in writing at least fourteen (14) days prior to the first vote. Upon dissolution, the Association's assets, after payment of outstanding debts, will be contributed to a non-profit charitable, educational, or recreational organization in the Madison area, to be named in the motion to dissolve.

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**Article 15: By-Law Continuity**

Original Bylaws: 1995

Substantial Rewrite of Bylaws: February 2004, January 2019

Bylaws Amended: May 2008, November 2010, January 2011

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