

# **BYLAWS OF PASADENA NEIGHBORHOOD ASSOCIATION**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of this organization shall be "PASADENA NEIGHBORHOOD ASSOCIATION" hereafter referred to as the "Association" and shall consist of the area bounded by Camelback Road (north side), 15th Avenue (east side), Missouri Avenue (south side) and 7th Avenue (west side).

## **ARTICLE II. PURPOSE**

The purpose of the Association is to promote the best interests of the residents of the Pasadena neighborhood. The Association is formed for civic, non-profit purposes. In order to fulfill the Association's purpose, the Association shall:

- a. Provide timely information to its membership regarding activities that may impact the quality of life within the Association;
- b. Promote communications between and among residents of the Association government agencies, adjacent neighborhoods and their respective neighborhood associations;
- c. Encourage the active participation of members by providing an open process so as to allow all members of the neighborhood to involve themselves in the affairs of the neighborhood;
- d. Promote activities that further the welfare of the neighborhood;
- e. Support and protect the character and integrity of the neighborhood;
- f. Create partnerships with governmental agencies and neighboring residential associations on issues of local and regional concern to promote the quality of life and discourage crime within the Association's boundaries.

## **ARTICLE III. MEMBERSHIP**

### **A. Member Qualifications**

Membership in the Association shall be open to any person who lives and/or owns any real property within the recognized boundaries of the Association. Other individuals, organizations, business, government agency and non-profit organizations may become members if they have an interest in the goals and purpose of the neighborhood and are approved as members by a majority vote at any general or special meeting.

### **B. Member Voting**

Members shall have one vote each to be cast while in attendance at any general or special meeting.

Only members 18 years of age and older, shall have the right to:

1. Vote at any meeting;

2. Inspect the financial records of the Association at a reasonable time and with advance written notice;
3. Serve on the Board or committees;
4. Receive notices and mailings.

#### **ARTICLE IV. ASSOCIATION MEETINGS**

##### **A. General Membership Meetings**

There shall be at least four general membership meetings annually. Notification of members for all general meetings shall be completed five (5) days in advance by written or telephone notice to all members of the Association.

##### **B. Special Meetings**

There shall be a special meeting called upon written request of five (5) voting members. Notification of the special meeting shall be completed three (3) days in advance by written or telephone notice to all members of the Association.

##### **C. Agenda**

The Chair shall prepare the agenda for meetings, subject to approval of the Board. Any other person may submit an agenda item to the chair at least two (2) days before the meeting. Agenda items may be submitted at the meeting itself. In case of objection to an item submitted at the meeting, a majority vote shall be necessary to approve the item for inclusion.

##### **D. Quorum**

A quorum for any general or special meeting of the Association shall be the number of members in attendance. Unless otherwise specified in these Bylaws, decisions of the Association shall be made by a majority vote of the members present at any meeting.

##### **E. Procedures**

The rules contained in the most current edition of Roberts Rules of Order shall govern the Association's deliberations unless such rules are in conflict with the Association's Bylaws, or special rules of order. In the event of conflict, the Bylaws or special rules of order shall take precedence.

#### **ARTICLE V. EXECUTIVE BOARD MEMBERSHIP**

##### **A. Composition**

1. There shall be an Executive Board, consisting of four officers (Chair, Vice-Chair, Treasurer, and Secretary) and no more than four Members at Large.

2. Members of the Board shall be members of the Association as defined in Article III, Section A and a current resident of the area bounded by the Pasadena Neighborhood Association (see Article I).

3. The officers shall serve without compensation, but shall be reimbursed for any reasonable expenditure incurred in the discharge of their Association duties.

#### **B. Responsibilities**

1. The Board shall be responsible to the membership.

2. The Board shall be responsible for and conduct the business of the Association for the benefit of the membership in fulfillment of the Purpose of the Association as stated in Article II.

3. The Board shall make rules and regulations which are consistent with the law and the Bylaws, as they deem proper.

4. The Board shall establish the permanent and temporary Committees as it deems necessary. Committees shall make recommendations to the Board for Board actions. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board.

5. The Board shall make special appointments of individuals as deemed appropriate. Appointments shall report directly to the Chair on a monthly basis. Special appointments may relate to, but are not limited to, the following: web page design and maintenance, historic district designation, newsletter distribution and community affairs.

6. All actions of the Board are subject to the approval or the rejection of the membership.

#### **C. Term**

1. Officers and members of the Board shall be elected annually at a meeting held at or as near to the first of each year as possible. Terms shall be one year to run from January 1st to December 31st.

2. Each Officer and member of the Executive Board must be a Member in Good Standing.

3. No Officer shall hold more than one (1) office at a time.

4. The Board may fill any vacancy occurring through resignation by majority vote of the Board. The new member(s) term will run through December of the year in which the new member is appointed.

#### **D. Conflicts of Interest**

Board members and officers shall report possible conflicts of interest to the Board. If the Board determines that a conflict of interest exists, the interested individual shall not vote on the matter presenting the conflict.

**E. Duties of Officers**

Association officers shall be Chair, Vice Chair, Secretary and Treasurer. In addition to these additional duties set forth herein, officers shall perform the duties usually pertaining to their offices as defined in the latest edition of Roberts Rules of Order.

1. The Chair shall serve as the chairperson of the Board, shall have the authority to call a meeting of the Board, shall see that orders and resolutions of the Board are carried out. The Chair shall also prepare agendas, preside at meetings, and communicate the Board's decisions to interested parties.

2. The Vice Chair shall work closely with the Chair, preside at meetings in the Chair's absence and perform other customary duties of a Vice-Chair.

3. The Secretary shall maintain a membership register listing all property owners within the Association Boundaries by name, address and phone numbers and keep minutes of the meetings, including a sampling of majority and minority opinions expressed, and records of all motions and actions taken at the meetings.

4. General Funds - Disbursement of funds requires written approval of two Board members. At least one Board member shall be authorized to write checks when the Treasurer is unavailable.

The Treasurer shall be held accountable for all uses of General Funds and must provide the Board with a written monthly report on the uses of General Funds.

Grant Funds - Grant Funds shall not be commingled with general funds. A separate checking account shall be created for each grant's funds. The Grant Project leader and at least one Board member shall be authorized to write checks when the Grant Project leader is unavailable. Disbursement of funds requires written approval of two Board members and the Grant Project leader.

The Grant Project leader shall be held accountable for all uses of Grant Funds and must provide the Board and Treasurer a written monthly report on the uses of Grant Funds.

5. Members at Large shall assist officers and membership as appropriate.

6. The Vice Chair, the Treasurer or the Secretary, in that order, shall act in the place of the Chair in the event of the Chair's absence, inability or refusal to act.

**ARTICLE VI. FINANCIAL MANAGEMENT**

**A. Obligations of Association**

The Board shall approve all obligations of the Association proposed to be funded from the Association account(s) prior to any verbal or written commitment to expend funds of the Association. The Board may provide authority to the Treasurer to make expenditures under \$25

without prior Board approval to meet the purposes of the Association as defined by Article II. Such expenditures(s) shall be presented to the Board at the next Board meeting.

B. **Dues**

Charging of dues or membership fees shall not be made. Voluntary contributions will be accepted. Activities to raise funds may be held.

C. **Designated Donations**

The Board may request and members, supporters or corporate entities may contribute additional donations to cover costs associated with designated projects of the Association as determined by the Board in accordance with the purposes of the Association as defined by Article II.

D. **Banking Authority**

The Chair, Vice Chair, Secretary and Treasurer will have signatory authority on the Pasadena Neighborhood Association financial account(s) and reports.

E. **Treasurer's Report to Association**

The Treasurer shall present a financial report to the membership at an Association meeting. The membership shall review, discuss and take action as required.

F. **Annual Financial Statement**

At least two Board members other than the Treasurer must provide an annual financial statement to the Board.

**Article VII. AMENDMENTS TO BYLAWS**

These Bylaws may be adopted, repealed or amended by a vote of two-thirds majority of those voting members at a duly noticed Association meeting. All amendments to these Bylaws must be proposed in writing and submitted to members at least seven (7) days before voting at a general or special membership meeting. Adoption of and amendments of these Bylaws shall require a  $\frac{2}{3}$  vote by the members present at a general or special meeting.

Revised August 24, 2006

Revision approved on April 6, 2010 but not included in the official copy of the Bylaws that were approved on August 24, 2006.

(Underlined text was deleted)

Pursuant to Article VII of the Bylaws of the Pasadena Neighborhood Association (PNA), the following amendments to the PNA Bylaws are proposed:

Article V, section A amended as follows:

A. Composition

1. There shall be an Executive Board, consisting of four officers, (Chair, Vice-Chair, Treasurer, and Secretary) and no more than four six Members at Large.
2. Members of the Board shall be members of the Association as defined in Article III, Section A. and a current resident of the area bounded by the Pasadena Neighborhood Association (see Article I).
3. unchanged

Proposed amendments require a two-thirds (2/3) vote by the members present at a general or special meeting. Please be advised that the above proposed amendments will be presented and a vote taken at the April 6, 2010 general meeting of the Pasadena Neighborhood Association. If approved, the amendments will become effective immediately. A copy of the Bylaws can be found at: <http://www.pasadenana.org/>