

# **United Neighborhoods of Evansville, Inc.**

## **BYLAWS** (Revised August 25<sup>th</sup>, 2005)

### **ARTICLE I NAME**

**Section 1. Name:** The name of this organization shall be United Neighborhoods of Evansville, Inc. also known as United Neighborhoods or UNOE.

### **ARTICLE II**

**Section 1. Mission:** Neighborhood Associations working together to preserve, enhance, and promote Evansville Neighborhoods.

**Section 2. Purpose:** The purpose of the United Neighborhoods of Evansville, Inc. shall be fulfilled through three (3) inter-related purposes:

- A. The creation of an organization that can define common interests and act in unison on these issues.
- B. The creation of an organization that encourages and facilitates neighborhood responsive government functions.
- C. The creation of a forum for Neighborhood Associations to share information, knowledge, and expertise.

### **ARTICLE III MEMBERSHIP**

**Section 1. Eligibility:** A member group shall be a Neighborhood Association with its primary purpose the improvement of its entire neighborhood, must have a defined area of representation, have bylaws, be registered with the City of Evansville or Vanderburgh County, pay annual dues in a timely manner, and shall be able to demonstrate continuing voluntary (non-mandatory) membership and elected leadership.

**Section 2. Number of Members:** There shall be no limit on the number of member groups UNOE may admit.

**Section 3. Representation:** Each Neighborhood Association shall have two (2) voting representatives at the General Membership meetings. The representative or their designee is to be determined by their Neighborhood Association. Members must be present to vote. An official list of the representatives will be maintained and displayed at each General Meeting. The name of the designee must be given to the UNOE office at least twenty-four (24) hours prior to the General Meeting.

**Section 4. Membership Procedures:** An eligible Neighborhood Association can request membership in UNOE by contacting the President of UNOE.

**Section 5. Voting:** Neighborhood Associations shall maintain their voting privileges by continuing to meet membership requirements and fulfilling member responsibilities. Only official neighborhood representatives are eligible to vote.

**Section 6. Responsibilities of Members:** A member Neighborhood Association must submit annual dues, in a timely manner, along with the membership renewal form. Membership renewals shall be due not later than May 1<sup>st</sup> of each calendar year.

**Section 7. Representation of UNOE:** No person shall speak on behalf of UNOE without approval of the President, Executive Committee, or the Board of Directors. Doing so may result in removal from the UNOE.

**Section 8. Removal:** A Neighborhood Association may be removed from UNOE by two-thirds (2/3) vote of the General Membership at a regular meeting, provided that:

- A. The mission of the organization has changed to make them ineligible for membership.
- B. A written request has been submitted to the President by at least five (5) members of the General Membership.

**Section 9. General Member Function:** The function of the Neighborhood Association shall be:

- A. To identify and define issues which could benefit from concerted neighborhood action, and to define the strategic direction of the organization.
- B. To participate regularly in the General Membership meetings and subcommittees of interest.

**Section 10. General Member Committees:** The General Membership may, from time to time, establish permanent or temporary committees to complete tasks which further the

mission and purpose of United Neighborhoods of Evansville. An eligible General Member will be asked to chair the committee and will make reports to the general membership. The Chair of each committee will also serve on the UNOE Board of Directors.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. Composition:** The Board of Directors shall be composed of the six officers (See article V) and the Chair of each General Membership standing committee, five (5) neighborhood association members at large with vote, (no more than one per neighborhood) and four (4) advisory members from the community at large. (Without vote)

The five (5) at large neighborhood association members are to be elected by the General Membership Representatives. The four (4) Community Advisory members are to be appointed by the officers in January.

**Section 2. Function:** The function of the Board of Directors shall be to implement and execute the strategic directions agreed to by the UNOE General Membership. These duties include:

- A. Provide staff support to all general membership, committee, and board functions and meetings.
- B. Develop programs and initiatives which would further the mission and purpose of the organization.
- C. Hire and fire all employees.
- D. Solicit and secure all grants, income and other resources to fulfill strategic direction of the organization.

### **Section 3. Meetings:**

- A. The Board of Directors shall meet at least six times annually. The Board of Directors shall determine meeting time and location.
- B. Special meetings for any purpose may be called by the President or designee, or by twenty (20) percent of the General Membership.

- C. Written notice of all Board of Directors meetings, including the agenda, shall be delivered to all Board Members.

**Section 4. Quorum:** A quorum of the Board of Directors shall be the majority of its members present.

**Section 5. Responsibilities of Board Members:**

- A. Attend general membership and board meetings regularly.
- B. Represent UNOE in the general community.
- C. Become familiar with and adhere to the intent of the UNOE Bylaws.

**Section 6. Temporary Chair:** In absence of the President, President-Elect, and Vice-President at any regularly scheduled or otherwise duly noticed meeting of a quorum of the Board of Directors; those present may designate a Chair for that meeting by a motion and a majority vote. The person so designated may vote on any matter at such meeting notwithstanding being elected to serve as Temporary Chair.

**Section 7. Prohibitions:**

- A. Each member of the Board of Directors is to avoid conflict of interest or the appearance thereof between their political, personal, and financial interests and the stated purpose of UNOE.
- B. No member of UNOE appearing and/or acting in the name of UNOE shall support or oppose any political party or candidate for public office, or use any asset of UNOE for such purpose.

**Section 8. Removal:** A member of the Board of Directors may be removed by two-thirds (2/3) vote of the Board present at a regular meeting provided that:

- A. Director has not adhered to the UNOE Bylaws.
- B. Removal is in the best interest of UNOE.
- C. A request has been submitted in writing to the UNOE President or designee by at least five (5) members of the Board of Directors.

## **ARTICLE V OFFICERS**

**Section 1. Officers:** The officers of UNOE's Board of Directors shall be President, President-Elect, Vice-President, Secretary, Treasurer, and Past President.

**Section 2. Duties:** The duties of the officers are as follows:

- A. **President.** The President shall oversee the administration of UNOE, facilitate the General Membership meetings, preside over Board of Directors meetings, and represent UNOE at the request of the Board of Directors. With the exception of the Nominating Committee, the President shall be an ex-official member of all other committees and shall be notified of all meetings.
  
- B. **President-Elect.**
  - 1. President-Elect will act as president in the absence of the President.
  - 2. President-Elect shall coordinate the membership recruitment efforts and neighborhood association training.
  - 3. President-Elect will be responsible for publicity and marketing of UNOE.
  - 4. President-Elect will represent UNOE at meetings as directed by the President and/or Board of Directors.
  - 5. President-Elect will facilitate the planning of the Spark Plug Event.
  
- C. **Vice-President.** The Vice President will be responsible for:
  - 1. Assisting with the publicity and marketing of UNOE.
  - 2. Coordinating the location and assisting with set up and registration for the General Membership Representative Meetings.
  - 3. Working with the President-Elect on Neighborhood Association training events.
  - 4. Performing other duties as directed by the President and/or Board of Directors.
  
- D. **Secretary.** The Secretary shall maintain the records of UNOE including minutes of all meetings, attendance records, and an accurate mailing list; shall provide a meeting sign-in sheet for General Membership and Board of Directors Meetings; accurate General Membership Representative listings; and shall keep and supply information from records when needed.

- E. **Treasurer.** The Treasurer shall be responsible for financial transactions; shall maintain an accurate and an up-to-date account of the organizations finances with a monthly report to the Board; shall keep a current record of the status of the member organizations dues payments and voting rights; shall make financial recommendations; and shall submit a financial report and projected annual budget at the November meeting. The signatures of two officers will be required on all checks. Eligible signatures will be those of the President, President-Elect, and Treasurer. UNOE financial records shall be reviewed annually or as requested by the Board of Directors, by a three (3) member committee appointed by the Board of Directors.
  
- F. **Past President.** The past President shall advise the officers on past decisions of the Board, as appropriate. The Past President may perform other duties as requested by the President and/or Board of Directors.

**Section 3. Term:**

- A. The President and President-Elect each shall serve for one two-year term.
  
- B. The Vice President, Secretary, and Treasurer shall serve a one-year term and are eligible for re-election for no more than two consecutive terms.

**ARTICLE VI  
NOMINATIONS AND ELECTIONS**

**Section 1. Eligibility:** Only Neighborhood Association Members of UNOE shall be eligible for office.

**Section 2. Procedure:**

- A. **Nominating Committee:** The Board of Directors shall appoint a Nominating Committee consisting of one Board Member and two General Members. Where possible, at least one (1) member shall have served on a previous Nominating Committee.
  
- B. **Nominations:** The nominating Committee shall receive and consider recommendations from the General Members. Nominations of Board Members and Officers shall be included in the notice of the October meeting of the General Members. General Members may make additional nominations from the floor at the October meeting, and list of all nominations shall be included in the notice of the January meeting.

- C. **Elections:** Voting shall be by ballot of the General Members at the January meeting.

**Section 3. Vacancies:** A vacancy on the Board of Directors, including an Officer, shall be filled by a special election by a majority of the General Members.

## **ARTICLE VII MEETINGS**

### **Section 1. Public access:**

- A. All meetings of the General Membership and Board must be open to the public, except when a closed session is declared by majority vote.
- B. Public participation in UNOE meetings is not required; the President controls the extent to which the public may participate in a meeting.

**Section 2. Minutes:** Minutes will be recorded for all meetings, including Board, General Member meetings, and Committee meetings.

**Section 3. Procedure:** Procedure at meetings shall generally be guided by, and with reference to, Robert's Rules of Order. The Chair at any meetings shall have the primary responsibility for encouraging or discouraging further discussion on any topic at any meeting and will seek consensus on all decisions before the Board but will be ruled by Robert's Rules of Order.

## **ARTICLE VIII STANDING COMMITTEES**

Standing Committees: The standing committees of the United Neighborhoods of Evansville are as follows: (The standing committees may be added or removed by majority vote of the General Membership) Personnel, Finance, Government, Parks/Trees/Beautification, Zoning, Long Range Planning, Education/Training, Public Relations/Marketing, and Safe Neighborhoods.

## **ARTICLE IX AMENDMENTS TO THESE BYLAWS**

**Section 1. Procedure:** Any amendments to these Bylaws must be approved by the General Membership. The following procedure shall be used for amending these Bylaws.

- A. Introduction of a proposed amendment shall be made at the meeting prior to the one at which the vote is taken. Proposals can be made by any General Member or member of the Board of Directors.
- B. Any amendment can only be voted on if it has been included in the notice for that meeting.
- C. An amendment shall require a two-thirds (2/3) vote of the General Members for adoption.
- D. Any resolution adopting an amendment to these Bylaws shall include a specific date on which amendment shall become affective.

## **ARTICLE X DISSOLUTION OF ASSETS**

**Dissolution:** Upon the dissolution of this organization, assets remaining after payment of, provision of, or payment of, all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of section 501-(c) (3) of the Internal Revenue Code, or corporation which is organized and operated exclusively for purposes similar to those of this organization, or shall be distributed to the federal government, or to a state or government, for a public purpose, as designated by the Board of Directors.