

Montclair Neighborhood Association By-laws

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ARTICLE I: NAME

The name of this organization is the Montclair Neighborhood Association and will operate on a nonprofit basis.

ARTICLE II: VISION AND MISSION

Section 1 – Vision: Montclair Neighborhood is a hidden gem that welcomes all to experience our unique blend of nature and city life with a clear focus on the continued growth of the community.

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Section 2 – Mission: The purpose of the Montclair Neighborhood Association is to promote Montclair's development through the following means:

- ! Create and maintain programs to encourage safety and residential pride.
- ! Develop and implement activities to strengthen communication and unity within the neighborhood.
- ! Serve as a liaison between the neighborhood and governmental agencies.

ARTICLE III: BOUNDARIES AND MAP

Section 1 – Boundaries: The boundaries of the Montclair Neighborhood Association shall run southeast along Emerywood Drive to Burnley Drive, run southwest along Burnley to Wedgedale Drive, run southeast along Wedgedale to Candlewood Drive, run southwest then south on Candlewood to Lyndale Place, run east on Lyndale to Montpelier Drive, run northeast on Montpelier to Delchester Drive, run east on Delchester to Archdale Drive, run east along Archdale to the greenspace to the eastern most part of the greenspace, run north along the western property line of 2100 Shadyview Drive to Wensley Drive, run north then northwest along Wensley to Farmbrook Drive, run northeast along Farmbrook to Chedworth Drive, run northwest along Chedworth to 5312 Seacroft Drive, run southwest along Seacroft to Wensley, run northwest along Wensley to 5600 Londonderry Road, run southwest to Londonderry to Emerywood.

Section 2 – Map: Google Map from www.montclair28210.com



ARTICLE IV: ORGANIZATION STRUCTURE

The structure of the Montclair Neighborhood Association shall consist of Residents, Members and Board of Directors consisting of Officers, Directors

and Chairpersons of Standing Committees.

Section 1 – Residents: The Residents of the Montclair Neighborhood Association shall consist of those households who own and/or reside within the boundaries of Montclair as set by the Board of Directors.

Section 2 – Members: The Members of the Montclair Neighborhood Association shall consist of Residents who (a) provide evidence to the Board of Directors of a desire to be a Member of the Association and (b) pay dues as may be prescribed by the Board of Directors.

Section 3 – Board of Directors: The Board of Directors shall include the Officers, Directors and Chairpersons who are active Members of the Association. The activities and affairs of the association shall be managed and directed by the Board of Directors subject to the Montclair Neighborhood Association By-laws.

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The Officers shall consist of the President, Vice President, Secretary and Treasurer elected by the Residents of the Association at election time. Interim Officers may be appointed by a majority vote of the Board of Directors.

The Directors shall be comprised of 1 – 6 (one to six) positions elected by the Residents of the Association at election time. Interim Directors may be appointed by a majority vote of the Officers and Directors.

Chairpersons of Standing Committees shall be elected by the members of each Committee.

ARTICLE V: DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

Section 1 - Elected Officers: President, Vice President, Secretary and Treasurer

The President shall act as the official spokesperson for the Association, preside at the Board Meetings, cast the tie-breaking vote when needed and perform such other duties as may be requested by the Board of Directors. At the end of their final term, it is preferred the outgoing President serve an additional 1-year term as a Director for transitional purposes. The President shall be an additional signer on Bank Accounts, have access to the Membership Database and have a set of keys to P. O. Box and storage unit.

The Vice President shall be responsible for coordination and maintenance of the master mailing list of the Montclair Neighborhood Association which shall only be used for communication of association business and perform such other duties as may be requested by the Board of Directors. The Vice President will also serve on the Election Adhoc Committee during the election year and shall supervise the election process. It is preferred the currently serving Vice President would succeed the outgoing President. In the President's absence, inability to act or in the event of a vacancy in the office of President, the duties and powers of the President shall pass to the Vice President.

The Secretary shall keep or cause to be kept a record of the minutes for all Board and General Meetings and shall submit a copy for review in a timely manner. The final copy(s) shall be presented for approval at the next board meeting. If needed, the Secretary shall prepare correspondence for the Association as requested by the Board of Directors. The Secretary shall maintain a Contact List of all Officers, Directors and Standing Committee Chairpersons and shall perform other duties as requested by the Board of Directors.

The Treasurer shall keep or cause to be kept accounts as may be necessary to show the receipts, expenditures and financial condition of the Association at all times. The Treasurer shall be the primary person maintaining and reconciling the Association's bank account(s) where money is transacted via check, cash and online applications, including collecting and accounting for annual membership dues and monies collected through Association programs. The Treasurer shall also prepare the close-out calendar year report detailing money spent and received in the prior year including paid membership tracking. The Treasurer shall have ultimate responsibility for the accuracy and backup protection of the paid Membership Database. The Treasurer shall hold a set of keys to the PO Box and storage unit.

Section 2 - Directors: The Directors shall advise and support the Officers in all activities and affairs pertaining to the governing of the Association.

Section 3 - Chairpersons of Standing Committees: The Chairpersons of Standing Committees shall be responsible for all activities pertaining to the Committee. Additionally, they are responsible for providing periodic status updates to the Officers and Directors. These updates can be in person or via email. Chairpersons should plan to attend the Annual Planning Meeting and other meetings as requested by the Board of Directors.

ARTICLE VI: ELECTIONS

Section 1 – Elections of Officers: Officers, Directors and Chairpersons of Standing Committees.

Officers: The Residents of the Montclair Neighborhood Association shall elect officers for a one-year term. Elected Officers shall be Members of the Association in good standing and have served a minimum of one-year term as a Director and/or Chairperson. Officers may be elected for additional terms, not to exceed six consecutive years. As previously referenced in **Article IV, Section 3**, Interim Officers may be appointed by a majority vote of the Board of Directors.

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Directors: The Residents of the Montclair Neighborhood Association shall elect the Directors to a one-year term. Directors shall be Members of the Association in good standing. Directors may be elected for additional terms, not to exceed six consecutive years. As previously referenced in **Article IV, Section 3**, Interim Directors may be appointed by a majority vote of the Officers and Directors.

Chairpersons of Standing Committees: The members of the Standing Committee shall elect the Chairperson to a one-year term. Chairpersons shall be Members of the Association in good standing and have served a minimum of one-year term as a member of the Standing Committee. Chairpersons may be elected for additional terms, not to exceed six consecutive years. Co-Chairs are an acceptable alternative.

Section 2 - Election Process: Before the General Membership Meeting to elect Officers and Directors, the following framework should be followed to establish open positions and solicit nominations (accepted at any time throughout). The Vice-President shall supervise the process.

- a. September General Meeting – Prior to meeting, review terms of current Board, review open positions and discuss intent (can be done via email if not a meeting.) At General Meeting, announce potential vacancies to attendees and request interest for self-nomination and neighbor recommendations.
- b. During the last quarter of the year, i.e., Block Party or other event – Remind attendees of Board of Directors opportunities and recruit interest to join.
- c. January (approximately 45 days prior to Elections) – Send announcement of open positions and accept interest for Directors positions.
- d. Newsletter – Publish the majority of the Board of Directors slate.
- e. Board Meeting – Review/verify qualifications are met.
- f. February General Meeting - Elections and Board of Director nominees announced at meeting and voted on.

Section 3 - Election Voting Procedures: Voting shall take place at the first General Membership Meeting of the year by either a show of hands or voice vote of the meeting attendees. Prior to voting, the slate of nominees shall be presented to the attendees. In situations when more than one individual is vying for a particular position, ballots shall be used. After the election is concluded, the ballots shall be tallied and the results will be announced by the end of the meeting.

ARTICLE VII: REMOVAL, RESIGNATION OF BOARD OF DIRECTORS AND SUSPENSION/DISSOLUTION OF COMMITTEES

Section 1 - Removal from Office: Any Officer, Director and Chairperson may be suspended from office for cause by a majority vote, minimum of a quorum, of the Board of Directors. Final removal from office must be approved by a majority vote of the Residents attending the next general meeting, provided advance notice has been furnished to the potential attendees before the meeting.

Section 2 - Resignation from Board of Directors: Notice of intent to resign should be submitted in writing to the Board of Directors in a timely manner; a month's notice is preferred.

Section 3 - Suspension/Dissolution of Standing Committees: Standing Committees may be suspended at the request of the Committee or a majority vote of the Board of Directors. Proposed Suspension/dissolution shall be presented to the Residents attending the next general meeting.

ARTICLE VIII: MEETINGS AND VOTING PROCEDURES (EXCLUDING ELECTIONS)

Section 1 - Place of Meetings: All General and Board meetings shall be held at a time and place as designated by the Board of Directors.

Section 2 - General Meetings: The General Membership Meetings shall be no less than once per year at a time and place designated by the Board of Directors. The meetings shall be led by a member of the Board of Directors.

Section 3 - Board Meetings: The Board Meetings shall be no less than twice a year including an annual planning session at a time and place designated by the Board of Directors. The Board Meetings shall be open to the Board of Directors and any Resident of the Association who wishes to attend. A quorum at the Board Meeting shall consist of a minimum of one Officer and two Directors. Officers and Directors are expected to attend Board meetings. Chairpersons are encouraged to attend but not required and Residents of the Association who wish to attend may do so with prior notice.

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Section 4 - Voting Procedures (excluding Elections): A simple majority vote shall carry any motion. Each Resident shall be allowed to cast one vote per issue. At the Board of Director's discretion, voting can take the form of paper ballot, rising of hands, or voice vote. There shall be no use of proxy. The Residents who attend the Board Meetings shall not be allowed to cast a vote. For the purposes of this section, the Board of Directors shall be able to cast one vote per person per issues at the General Meeting and the Board of Directors shall be able to cast one vote per person per issues at the Board Meetings. For time sensitive matters, an electronic vote may be administered.

ARTICLE IX: ADMINISTRATION OF FINANCES

Section 1 – Dues: The Board of Directors shall set annual dues. No dues shall be refunded to Members leaving the Association, nor shall Members joining in mid-year be entitled to a reduction of dues. Dues shall be payable to the Montclair Neighborhood Association at such time as designated by the Board of Directors.

Section 2 – Purchases: Prior to making purchases related to the Association (in total), the following guidelines apply:

- ! \$75 - 150: The Treasurer pre-approval needed for proposed expenses.
- ! \$151 - 500: The Board of Directors pre-approval needed for proposed expenses.
- ! \$500 or more: Residents pre-approval needed for proposed expenses using the *Voting Procedures (excluding Elections)* in **Article VIII, Section 4**.

Section 3 – Reimbursement: Those seeking reimbursement for eligible expenses shall use the approved Montclair Neighborhood Association expense report process.

ARTICLE X: MONTCLAIRE NEIGHBORHOOD ASSOCIATION DISSOLUTION

In the event of a lack of Board of Directors, Members, and/or funds:

- a. The remaining Board of Directors shall recommend the possible dissolution of Montclair Neighborhood Association to the Residents.
- b. If dissolution is voted upon, the Board of Directors shall reconcile the financials and close out outstanding accounts and relationships including donations of property.
- c. Once the final financial status is determined after all expenses are paid, i.e. storage unit, bank fees, etc., the Board of Directors shall recommend to Residents where the remaining money goes.
- d. Funds must be donated to an agreed-upon community-related 501c3(s).

ARTICLE XI: AMENDMENTS TO THE BY-LAWS

The Board of Directors, with approval from the Residents, has the right to amend the by-laws using the *Voting Procedures (excluding Elections)* in **Article VIII, Section 4**.

The Adoption by the Residents of the Montclair Neighborhood Association on: _____, 2019 formally replace all previous By-law documents.

Montclair Neighborhood Association (MNA) By-Laws Update Process Notes

- ! Original By-Laws were created in 2006.
- ! In 2010, the Board of Directors (BOD) updated the 2006 By-Laws by adding 10 (ten) Amendments.



BY-LAWS 01-2010
(original 2010 update)

- ! In 2018, MNA BOD put together a By-Laws Update Team: Alice Hayes, John McKenna (Treasurer and Finance sections), Karyn Staley and Tiffany Weir.
- ! Review/update meetings were held with Alice, Karyn and Tiffany on 2/21/18, 3/7/18, 5/9/18, 5/30/18, 7/19/18 (John attended) and 8/1/2018.

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- ! At these meetings, additions and deletions were made to the 2010 document attached above; the 10 amendments were either incorporated, edited or deleted, these edits were tracked on the below document.



BY-LAWS071818
final (old format).doc

- ! The changes resulted in a total revision and format of the By-Laws which is pages 1-6 of this document.

DRAFT