

**Collister Neighborhood Association Proposed Amended Bylaws
November 2021**

ARTICLE 1 - NAME

Section 1. Name. The name of the Association is the Collister Neighborhood Association (herein ‘CNA’).

ARTICLE 2

- BOUNDARIES

Section 1. CNA is bordered by 36th Street, State Street, Taft Street, Pierce Park Lane and includes a portion of the Foothills in northwest Boise. as reflected in the CNA Map (following and on record with the City of Boise).

ARTICLE 3 - OBJECTIVES/PURPOSE

SECTION 1. CNA strives to build community by providing a forum for sharing information, connecting neighbors, promoting activities, and fostering civic involvement in our neighborhood. We are a volunteer association striving to make our neighborhood a better place to live, with membership being open to everyone residing in or working within CNA boundaries. We are responsive to our community’s needs through the relationships we build with our neighbors, neighborhood businesses, governmental and community organizations. The CNA does not discriminate against any individual based on identity.

ARTICLE 4 – LEGAL STATUS

Section 1. CNA shall be non-partisan and shall not support candidates for public office. CNA may take positions on neighborhood issues by a majority vote of membership or a majority vote of the Board of Directors. The CNA may take positions on issues that affect the neighborhood and are addressed within our Bylaws, the Collister Neighborhood Plan, the Sycamore Neighborhood Plan or Sycamore District Overlay zoning regulations. All approved actions to support a position will be carried out by the Board of Directors and/or their assigned designees.

ARTICLE 5 - MEMBERSHIP

Section 1. Membership is open to residents age 18 and over residing within CNA boundaries. Also, for properties, businesses, and organizations located within CNA boundaries, a membership shall be available to each adult resident, one business licensee, and/or one representative of an organization. In no event shall any person be eligible for more than one membership. There is no form or application for membership. Any member may participate, at a meeting or electronically. Membership communication is via email, website, and other electronic methods (i.e., Nextdoor.com). Our current email address is: president@collister.org. Our current website is <https://collister.org/>

Section 2. Dues are not required for membership or voting in CNA. Voluntary contributions, grants, or other sources as authorized by the Board of Directors may be used as an income source for CNA.

Section 3. Members of CNA are the only persons who may vote. The general membership may vote to approve annual meeting minutes and treasurer's report, amendments to the Bylaws, or other CNA meeting items requested for membership vote. Each member of record shall be entitled to one vote. There shall be no voting by proxy. Except as otherwise noted, a simple majority vote of members at a meeting is needed to adopt any action. The Board may also request interest and response via electronic notice to all members (email, surveys, etc.).

Section 4. Consent: Any member who fails to attend any properly advertised meeting shall be deemed to have consented to whatever action transpired at that meeting, unless their specific objection has been submitted in writing to the Grievance Committee within seven (7) calendar days of the meeting. The Grievance procedure outlined below in Section 5 must be followed.

- It is the responsibility of the absent member to obtain information from the Secretary or Board of Directors regarding decisions or actions that occurred at the meeting.

Section 5. Grievance Procedures

- Section A: Eligibility. Any member of the Association adversely affected by an action of the Board of Directors may submit a written complaint to any member of the Grievance Committee. The Grievance committee is created after the Board of Director elections by the incoming Board. The complaint must be submitted within seven (7) calendar days of the meeting where such action took place.

- Section B: Resolution. Within fourteen (14) calendar days of the receipt of the complaint, the Grievance Committee shall arrange a time to meet with the complainant to review the complaint. Within fourteen (14) calendar days of that meeting, the committee will provide a recommended resolution and/or action regarding the grievance to the complainant and each member of the Board of Directors. The Board of Directors shall hold a special meeting within fourteen (14) calendar days of receiving the recommendation from the Grievance Committee to determine whether or not the recommendation is acceptable to the Board of Directors and complainant.
- If the Board is unable to resolve the grievance, then final resolution of the complaint shall be by vote of the members at a Special Meeting called by the Board.

ARTICLE 6 - AMENDMENTS TO THE BYLAWS.

Section 1. These bylaws can be amended at the Annual Board Elections meeting by two thirds vote of the members present, provided that notice of proposed amendments is given to the membership at least 7 days in advance via two means of communication (e.g. newsletter email, Nextdoor, CNA Facebook and/or website posting). A Special Meeting, to amend the bylaws at a time other than the annual meeting, may be called by the Board of Directors. In this case, a 7 day advance notification will be given to the members. The proposed amendment(s) will be adopted with a two thirds vote of the members at the Special Meeting. Amendments go into effect immediately following their adoption.

ARTICLE 7 - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of not less than three (3) individuals and not more than nine (9), each of whom shall be a member of CNA. The members shall elect the Board of Directors from candidates nominated by the members. Any member is eligible to run for any office and may be nominated by any other member or by him or herself. Members desiring to run for a position on the Board of Directors will notify the current board no less than (10) days prior to the election. The Board of Directors will publicize the candidates for office electronically via email and social media no less than (7) days prior to the election. Directors shall be elected for one year terms and such term shall

begin January 1 after their election. The Board of Directors shall manage the affairs of the association. The Board of Directors shall be accountable to the membership; shall seek the views of those affected by any proposed policies or actions (e.g. through the newsletter email, Nextdoor, CNA Facebook and/or website, etc.) before adopting any major course of action beyond those described in the CNA bylaws, Articles of Incorporation, Collister Neighborhood Plan, and/or the Sycamore Neighborhood District Overlay on behalf of CNA; and shall comply with these Bylaws to the best of their ability. For specifics on how residents can bring an issue to the Board, please refer to the CNA Decision Making Policy on the CNA website.

Section 2. The Board of Directors of the CNA shall be elected by the members as President, Vice President, Secretary, Treasurer and may also include Neighborhood Sub-District Coordinators, Neighborhood Watch Coordinator, Volunteer Coordinator, and any other positions necessary to support the purpose of the CNA. The number of Directors is reliant on how many volunteers are available to serve. The Secretary and Treasurer may be one individual, and the CNA Board of Directors may share duties to collaboratively complete all necessary work.

Section 2A. The Board of Directors shall agree to and sign a Code of Board Ethics at the beginning of each new term. The Code of Board Ethics shall address conflicts of interest including support of political candidates, confidentiality of personal information of the board and neighborhood residents, public representation of the CNA, and approval of expenditures.

Section 3. The President of the Board and/or designees approved by a majority of the Board, shall represent and speak for CNA in dealings with public and private entities in the community, and to take actions that further the purpose of CNA. The Board shall communicate its activities and actions to CNA, and can receive input, views, and opinions from CNA via mail; e-mail; hand delivered notices; phone, web-based postings; general and special meetings; and/or other means that may be available.

Section 4. President. The President shall prepare the agenda, facilitate meetings and be the primary representative of CNA. The president may sign, with the secretary, or any other proper officer of the Association authorized by the executive committee, contracts or other instrument which the executive committee has authorized to be executed; and in general shall perform all duties incident to the office

of president including speaking for the organization in matters affecting residents of the Collister neighborhood contingent with the policies outlined in article 8 section 7 of these bylaws.

Section 5. Vice President. In the absence of the President or in the event of his/her inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The vice-president shall perform such other duties as from time to time may be assigned by the president or by the executive committee.

Section 6. Secretary. The Secretary shall keep minutes of meetings including neighborhood Zoom recordings and maintain the contact information of the membership. Additionally, the Secretary assures notices are duly given in accordance with the provision of these Bylaws, is custodian of CNA records, keeps a register of committee membership; and in general, performs all the duties incident to the office of Secretary or as assigned by the executive committee.

Section 7. Treasurer. The Treasurer shall have charge of all CNA funds; deposit them in an account in the name of CNA; make a complete financial statement at the Annual Meeting; with the other Directors review the books annually; and prepare or have prepared all CNA State and Federal tax forms when and if necessary.

Section 8. Removal of a Director. A Board Director who is inactive and unable or unwilling to perform the tasks assigned to his/her position may be removed from the Board by a majority vote of the currently-seated Board of Directors.

Section 9. Vacancies. A vacancy in any office because of resignation, removal, disqualification or otherwise, may be filled by majority vote by the Board of Directors for the unexpired portion of the term.

Section 10. Compensation. No Board Director shall receive any compensation from CNA for their service. No Board Director may use or appropriate any CNA funds or assets for any personal or non-CNA use at any time.

ARTICLE 8

– MEETINGS

Section 1. All meetings are open to the public. Only members are allowed to vote or verbalize their opinions during meetings unless approved by the Board.

Section 2. Membership Meetings. At least 4 quarterly meetings will be held during the year unless determined otherwise by the Board of Directors. The agenda may include the approval of minutes of the previous meeting; of any meetings of the Board of Directors held in the interim; reports of Board action on old and new business; information about the current work of CNA; or a social function to help bring people together.

Section 3. Place of Meetings. All meetings, whether regular, special or annual, shall be held in person or virtually through a digital platform. All in person meetings will be held at a suitable, accessible location as close to CNA boundaries as is reasonably practicable, considering the distance, suitability of facilities, cost, if any.

Section 4. Membership Meeting Notice. The time, place and agenda of the meeting shall be communicated to membership at least five (5) calendar days prior to said meeting. Notice may be provided via email, signs, flyers, website, Nextdoor, Facebook or other communication methods.

Section 5. Agenda. Any CNA member may request the addition of a discussion item affecting the neighborhood to the agenda of any meeting. The request will be made by submitting the item in writing ten (10) days in advance to any member of the Board of Directors. The President of CNA, or his or her designee, shall prepare the agenda and provide it to the Secretary to attach to the notice.

Section 6. Quorum. Two-thirds of the currently-seated Board of Directors shall constitute a quorum for Board votes, in person or via electronic response.

Section 7. No CNA member, including any member of the Board of Directors whether acting individually or for the Board, may represent to any public agency, the media, or other person or entity whatsoever *that his or her opinion or position* represents CNA or the majority of the members unless such representation, and the essential content of the representations made by such member, accurately reflects the Collister Neighborhood Plan, the CNA Bylaws or Articles of Incorporation, the Sycamore Neighborhood Plan or District Overlay, or has specifically been authorized by vote of the Board or a vote of the members taken at the annual or special meeting.

Section 8. Attendance. The Board of Directors may invite persons from the general public to attend a membership meeting or a meeting of the Board. The President may schedule speakers to present information pertinent to CNA projects or interests.

Section 9. Any Director or member with a conflict of interest on a specific issue shall refrain from voting on that issue. Conflict of interest is defined *as a situation in which a person is in a position to derive personal benefit from actions or decisions made in their official capacity.*

Section 10. Rules of Order. The business of the Board of Directors shall generally be governed by Robert's Rules of Order. In instances where provisions of these bylaws provide specific procedures, these procedures will be followed.

Section 11. Board Meetings. Board meetings of the Board of Directors may be held upon request of the president and two other Directors. Written or oral notice of the meeting shall be given to all Directors and shall state the matters to be considered at the meeting.

ARTICLE 9 - OTHER COMMITTEES

Section 1. The President, with approval of the Board, can create ad hoc committees as needed to carry out policies, responsibilities and activities. The Board approves Committee Chairs, who are to be drawn

from the Board of Directors. Committees are advisory to the Board and do not have executive authority. Committees report to the Board and conduct their work within policies established by the Board.

Section 2. Standing committees shall be appointed to carry out responsibilities regarding defined areas of CNA operation and program. Committee plans and projects must be related to the overall planning processes of CNA. The Association must have a Grievance Committee. Additional standing committees may be added as needed to further the purposes of the Association.

Section 3. Abolishment. A standing committee shall be abolished by a vote of the Board of Directors at such time as the function of the Committee is deemed by the Board to be no longer necessary.

ARTICLE 10 - Transition

At the end of each term the outgoing and incoming board will meet. The outgoing board will provide the incoming board the CNA Transition Plan to ensure smooth transfer of information and duties.

The undersigned, being a majority of the active members present of the meeting of the Collister Neighborhood Association held February 12, 2020, do hereby certify that these Bylaws now constitute the current bylaws of the Association, and that such Bylaws were regularly adopted by resolution of the active members at their meeting duly and regularly held on the 12th day of February, 2020 hereby updating the Bylaws originally adopted on February 4, 1999.