

**ASTOR NEIGHBORHOOD ASSOCIATION, INC.  
BY-LAWS**

**ARTICLE I - THE ASSOCIATION**

**Section 1. Name. Offices:** The name of the corporation shall be “Astor Neighborhood Association, Inc.” Offices shall be maintained at the Howe Neighborhood Family Resource Center located at 526 South Monroe Avenue in the City of Green Bay, Wisconsin.

**Section 2. Boundaries:** The Astor Neighborhood includes the area bounded on the North by the South side of Mason Street, on the east by the east-side of Roosevelt Street, on the South by the limits of the City of Green Bay, and on the west by the Fox River.

**Section 3. Voting Membership:** Voting membership in the Astor Neighborhood Association shall include all residents within the above-described boundaries. Non-members, may attend meetings and express opinions concerning the activities of Astor Neighborhood Association, but may not vote.

**Section 4. Quorum:** A quorum at any annual member meeting consists of a majority of members of the Board of Directors plus at least fifteen (15) voting members. A quorum at any Board meeting consists of a minimum of a majority of members of the Board of Directors. A vote carries by simple majority of those present.

**ARTICLE II - PURPOSE**

**Section 1. Purpose:** The Astor Neighborhood Association comes together as a group of concerned neighbors working to preserve, protect and improve the area in which we live. It exists to facilitate communication among residents, and City and County officials at all levels. It provides a means of decision-making and action around issues affecting life in our neighborhood, including but not limited to land issues, traffic, parks and other public facilities, crime, safety, development, zoning, noise, air quality and any other issues which may impact the quality of life for residents of Astor Neighborhood Association.

**ARTICLE III – BOARD OF DIRECTORS**

**Section 1. Board of Directors:** The affairs of the Astor Neighborhood Association shall be managed by a board of directors that shall consist of at least eight (8) but no more than fifteen (15) directors who shall be elected by the membership at the time of the annual meeting.

**Section 2. Terms:** Directors shall serve two (2) year terms, or until their successors have been elected and qualified. There shall be no limit on the terms that a director may serve.

**Sections 3: Vacancies:** Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the Board of Directors.

**Section 4: Removal:** Any director may be removed from the Board by a majority vote of the directors present constituting a quorum because of action in violation of these by-laws; dereliction of duty or incompetence in office; not performing to said job description; misappropriation of funds; misconduct in office; or whenever that director has three or more absences, per term, from regularly scheduled Board meetings. Absences may be excused by Executive Committee vote.

#### **ARTICLE IV – EXECUTIVE COMMITTEE**

**Section 1. Officers.** Astor Neighborhood Association shall have an Executive Committee consisting of four officers; specifically the president, vice president, treasurer and secretary.

**Section 2. Terms of Officers:** Officers shall be elected by a majority vote of the Board of Directors for a one (1) year term; said election occurring annually at the next regularly scheduled Board meeting after the annual meeting. Vacancies; due to death, resignation or other causes, shall be filled by a majority vote of the Board of Directors. The Board shall elect a successor from its Board of Directors at the next regular meeting, and said election shall be for the remaining term of said office.

**Section 3. Duties:** The Executive Committee shall carry out the following functions of the organization:

- a) Call Board meetings, and additional meetings as needed, which shall be open to all members and the general public. Notice of place, time and agenda shall be published seven (7) days before all meetings;
- b) Publish a newsletter which informs the residents of issues and events that concern the neighborhood; and
- c) Organize neighborhood meetings and events.

The Executive Committee shall take no action in support of or in opposition to issues affecting the Astor Neighborhood Association without calling a Board meeting.

**Section 4. President:** The President shall preside at all meetings of the Board. Except as otherwise authorized by resolution of the Board, the President shall sign all contracts and other instruments made by the Board. At each meeting, the President shall submit such recommendations and information as he/she may consider proper concerning the business affairs and policies of the Board. Other duties of the President shall include, but not be limited to:

- Develops agendas for meetings.
- Writing a President's Message for each issue of the Astor Outlook.

- Attend all scheduled Mayors Neighborhood Leadership Council (MNL) meetings.
- Recommends to the board which committees are needed.
- Seek volunteers for committees.
- Recruitment of new board members.
- Helps guide and mediate Board actions with respect to organizational concerns.
- Reviews with the Executive Committee any issues of concern to the Board.
- Monitors financial planning and financial reports.
- Annually evaluates the board members and their performance.
- Annually evaluates the performance of the organization in achieving its mission and objectives.
- Annually reviews matters that relate to the Board's structure, role and relationship to management.
- Speaks to the media and represents the organization to the community.

**Section 5. Vice-President:** The Vice-President shall perform the duties of the President in the absence or incapacity of the President and, in case of the resignation or death of the President, the Vice-President shall perform such duties as are imposed of the President until such time as the Board shall elect a new President. The duties of the Vice-President may also be said duties listed under President and not limited to those.

**Section 6. Secretary:** The Secretary shall be the custodian of the Astor Neighborhood Association records and shall record the minutes of the all meetings as directed by the President. The offices of Secretary and Treasurer may be combined into one position upon a vote of the Board of Directors at a regularly scheduled meeting. Other duties of the Secretary shall include, but not be limited to:

- Assist in the writing of Grants
- Ensuring Minutes are distributed within seven (7) days of scheduled meetings.
- Writing Thank You notes for donations.
- Distributing documents as needed at scheduled meetings.
- Is sufficiently familiar with articles, by-laws, etc. to note applicability during meetings.
- Upkeep of Manuals.

**Section 7. Treasurer:** The Treasurer shall be the custodian of the Astor Neighborhood Association funds as directed by the President. All receipts shall be deposited to and all disbursements shall be made from an account established in the name of Astor Neighborhood Association.

All checks over the amount of two hundred 00/100 dollars (\$200.00); and all checks for non-budgeted items shall require two (2) signatures: the Treasurer and the President. If the President is not available, then a signature of either the Vice President or Secretary is allowed. An audit of the books is to be conducted annually at the end of the fiscal year. The fiscal year, for this purpose shall begin March 1<sup>st</sup>.

Other duties of the Treasurer shall include, but not be limited to:

- Regularly reports to Board on key financial events, trends, concerns, and assessment of fiscal health.
- Provides annual budget to the Board for members' approval.
- Ensures development and Board review of financial procedures and systems.
- Recommends to the Board whether the organization should have an audit.
- Assists in the selection of an auditor, if needed, and meets with him or her annually.
- Procures necessary insurance for events.
- Procures licensing and/or permits for events as directed by Committee Chairpersons.
- Collects mail from the Howe Neighborhood Family Resource Center on a weekly basis.

**Section 8. Board Members:** Duties of the Board Members shall include, but not be limited to:

- Understand and demonstrate a commitment to the organization's mission and programs.
- Keep up to date with issues and trends that affect the organization.
- Prepare for meetings by reading agendas, minutes, reports and other documentation required to actively participate in them.
- Attend meetings regularly.
- Contribute skills and knowledge by participating actively in meetings and committee work.
- Make inquiries when clarification or more information is needed.
- Understand and monitor the organizations financial affairs.
- Avoid any potential conflicts of interest.
- Understand and maintain confidentiality.
- Ensure the Organization is complying with all legal and regulatory requirements.
- Chair a minimum of one (1) committee per term.
- Serve in a significant fashion, at minimum of four events annually.

## **ARTICLE V- MEETINGS**

**Section 1. Annual Member Meeting:** There shall be a meeting of the members no later than April 30 of each year at a public place. Day, hour and location shall be designated by the Executive Committee and stated in the notice of such meeting.

**Section 2. Board Meeting:** Board meetings shall be held with notice at the place, time, and date as designated by the Executive Committee.

**Section 3. Special Meetings:** Special meetings of the membership may be called by the Executive Committee or upon written request of ten (10) members. Such written request shall be

presented to the Executive Committee. Special meetings shall be held in a public place at a day and hour as designated by the Executive Committee and stated in the notice of such meetings.

**Section 4. Quorum and Transaction of Business:** When a quorum is present at the meeting, a majority of the votes present there at shall decide any questions brought before such meeting. In the absence of a quorum, those present may adjourn the meeting without notice other than by announcement at the meeting.

**Section 5. Order of Business:** At the meetings of the Board, the following shall be the order of business:

1. Roll Call
2. Approval of Minutes
3. Treasure's Report/ Bills
4. Special Guests
5. Committee Reports
6. Old Business
7. New Business
8. Adjournment

**Section 6. Manner of Voting:** The voting on all questions coming before the Board shall be by verbal vote and shall be entered upon the minutes of such meeting.

## **ARTICLE VI – COMMITTEES**

### **Section 1. Committees.**

- a.) **Social:** This committee shall be responsible for organizing and coordinating all social and/or fund raising events sponsored by the Astor Neighborhood Association. The following is a list of those events for which this committee is responsible. This is not a comprehensive list and is subject to addition or subtraction by the Board of Directors through a majority vote at a regularly scheduled meeting. That list includes but is not limited to the following:
- b.) **Annual Meeting:** Organize the logistics and set the agenda for the meeting.
- c.) **Popcorn in the Park:** This is a main fund raising event for the association. Recruit volunteers to work the popcorn stand at the regularly scheduled summer City Band concerts held at St. James Park. Other activities include purchasing supplies and acting as a general liaison to the event. Inventory of supplies, schedule of volunteers along with contact numbers shall be distributed to all members as well as in the park shelter. Schedule of concerts shall be available at each event as well as sign up lists for volunteers and donation jars.

- d.) **Boulevard Cleanup**: The trimming, weeding and Holiday lighting of the median between East Mason and Cass Street as well as the landscaped area surrounding the Astor Neighborhood welcome sign on the southwest corner of East Mason and Monroe Avenue.
  - e.) **Pot Luck Dinner**: Organize one back to school pot-luck dinner to be held on the first day of school in a board designated park. Committee is responsible for setup and clean up for each potluck dinner.
  - f.) **Astor Neighborhood Sponsored Clean-Up on the Fox River Trail**: Sponsor and organize the cleaning of the trail twice annually. Date of cleanups shall be held in conjunction of Make A Difference day and National Volunteer Week. Committee is responsible for setup, beverages and snack, gloves and garbage bags for each date.
  - g.) **Easter Egg Hunt**: Sponsor and organize this long standing pre-Easter fun event which includes setting a date, ordering treats, filling eggs with treats and hiding eggs.
  - h.) **Rummage Sale**: Sponsor and organize this new annual event begun in 2003, including placing of signage on boulevard, posting in neighborhood businesses and advertising in any media source available and approved by the board.
- b) Media Committee:
- i) Design, editing, proofing, procuring advertisers for, publication and distribution of quarterly newsletter.
  - ii) Provide information for update of website and broadcast e-mailings to registered members.
  - iii) Design, editing, proofing, publication and distribution of all event fliers.
  - iv) Maintain Block Captain program, keeping a list of possible replacements and fill-ins for block captains.
  - v) Take responsibility for delivery of routes should a Block Captain be unable to fulfill their obligations.

The Media Committee shall include the editor, the distribution coordinator, the advertising coordinator, the webmaster and other members as required. At least one member shall be a member of the Board of Directors.

**Section 2. Ad-Hoc Committees**: Ad-Hoc (subcommittees) shall be formed as needed as determined by the Executive committee.

**Section 3. Meetings**: Each committee and subcommittee shall meet as needed. Committee meeting shall be called at the request of the committee chairperson. Subcommittee meetings shall be called by a majority vote of the members of the subcommittee.

## ARTICLE VII - AMENDMENTS

**Section 1. Amendments to by-laws:** Amendments to these by-laws (and removal of officers) may be accomplished in the following manner: (1) at any membership meeting, a majority vote of those present shall determine that a revision shall be considered, and (2) the proposed revision shall then be published on the website and in the next quarterly newsletter.

**Section 2. Rules of Order:** The Board shall follow Robert's Rules of Order Newly Revised when necessary and there is no consent among the Board Members.

THE FOREGOING BYLAWS WERE ADOPTED by a majority of the Board of Directors present at a Board meeting held May 17, 2004 and may be amended as appropriate upon a vote of the majority of the Board of Directors.

### **Chronological list of Changes added 05/2004**

- I(1):** Howe Family Resource Center (name change) and addition of physical address.
- III(1):** Number of Board of Directors changed from 12 to at least 8 but no more than 15.
- III(2):** Deletion of one half of board members chosen for one-year terms.
- III(4):** Removal occurs for inaction; number of absences per term and by Executive vote.
- IV(1):** Deletion of one member from each of the four committees as Officers.
- IV(4):** Addition of duties
- IV(6):** Addition of duties
- IV(7):** Fiscal year defined; addition of duties
- IV(8):** Addition of duties
- V(5)** Order of business renumbered; Communications changed to Special Guests
- VI(1):** Deletion of language: "There shall be four (4) committees, designated as follows:"
- VI(1)(a):** Social Events updated replacing Summer Event with Boulevard Cleanup; eliminating winter pot-luck; and replacing Fall Festival with Fox River Cleanup.
- VI(2):** Chairperson language removed.
- VI(3):** Sub Committee language replaced with Ad-Hoc Committee language.
- VII(2):** Clarification of when Robert's Rules shall be utilized.

