

**BYLAWS, OLD LANGUAGE w/ Recommended Changes in Yellow**

**LINWOOD PLACE NEIGHBORHOOD ASSOCIATION**

**BYLAWS**

**10/2018**

- 1. Name:** The name of this Association shall be the Linwood Place Neighborhood Association (LPNA).
- 2. Neighborhood Boundaries:** The Linwood Place Neighborhood comprises the area bounded on the North by NW 23rd Street; on the South by NW 16th Street; on the East by Drexel Boulevard; and on the West by I-44/Grand Boulevard.
- 3. Principal Office:** The principal office of this Association shall be located at the residence of the Treasurer of this Association. A post office box may be secured for purposes relating to the business of the Association; this box number may be used as the official mailing address of the Association.
- 4. Purpose:** The purpose of this Association shall be to better the Oklahoma City community and the Linwood Place neighborhood through group action:
  - a. Promotion of neighborliness and mutual concern for one another throughout the inner-city area;
  - b. Mutual efforts to prevent residential burglaries and other crimes;
  - c. Beautification and enhancement of the city and neighborhood appearance and the quality of life we lead in it;
  - d. Monitor area needs and take action to see that proper city officials, departments and resources address those needs;
  - e. Provide a forum to gather and dispense information relevant to the area residents;
  - f. Work with other area neighborhoods and city officials to achieve our mutual goals;
  - g. Take all available steps to qualify for grants and loans available to improve the Linwood Place neighborhood; and
  - h. Support and build relationships with the Oklahoma City Public Schools serving the Linwood Place Neighborhood: Kaiser Elementary School, Taft Middle School, and Northwest Classen High School.

- 5. Membership:** Membership in the LPNA is encouraged for all adult (18 years and older) residents and property owners in Linwood Place.

All LPNA residents and property owners will receive a membership invitation and dues statement after the first of each year with instructions for submission of payment. Membership is effective once full payment of dues is received and members may then vote in all general and special meetings of the Association for that year. Each address may have no more than two paid dues paying members. Each paid membership has one vote in all elections and other formal Association decisions.

Associate (non-voting) membership shall be available upon payment of dues to interested businesses and institutions.

- 6. Dues:** Dues will be kept low to encourage as many members as possible. Changes to Annual Membership Dues shall be recommended by the LPNA Board of Directors. These changes must be approved by a vote of the membership.  
**Payment of Dues:** Dues shall be payable each year upon receipt of that year's dues statement.
- 7. Meetings:** LPNA General meetings shall be held twice a year in the spring and fall in a publicly-accessible place located in or near the Linwood Place neighborhood. Special meetings of the Association may be called by the LPNA Board of Directors, as needed. All Linwood Place residents are invited to attend general and special meetings.

Notice of all general and special meetings shall be made public through letters, email, newsletter, website, and/ or social media. Notices shall include the date, time and location of the meeting, and shall list items to be considered and possibly voted on.

**8. Voting:**

- a. Only dues-paying members may participate and vote on neighborhood business matters and/or elections. Dues may be paid immediately prior to the beginning of a meeting where a vote is to be taken, and the paid member may vote at that meeting, so long as the dues are received before voting has begun. Once voting has begun, dues will continue to be accepted, but a vote at that meeting will not be allowed.
- a. Decisions at the meetings shall be made by a majority vote of those paid Association members present.

**8. Officers and Duties:**

**a. The officers of the Association shall be President, Vice-President, Secretary, Treasurer.**

For the purposes of the Urban Conservation District, the Board of Directors shall serve as the Steering Committee.

- i. The position of **President** is a one year term. To be eligible, the candidate must have previously been a member of the LPNA Board of Directors. They will preside over all General Meetings and LPNA Board of Directors meetings. They shall communicate and work closely with the LPNA Board of Directors on all neighborhood business, planning, and issues that arise. They may only vote in case of a tie. They shall be considered a non-voting, voluntary member of all other standing and ad-hoc committees.
  - ii. **Vice-President.** The position of Vice-President is a one year term. The Vice President shall assist the President when necessary, by attending committee meetings or other community meetings on behalf of the association. The Vice President performs the duties of the President in the event the President is unable to fulfill his/her responsibilities. He/she presides over meetings if the President is unable to attend. The Vice President is responsible for always having a copy of the most up to date by-laws and any other Association policies and procedures at all meetings and to clarify questions about these documents if they arise. The Vice President may also be called upon to assist the other officers in their duties, such as assuring association records are filed and organized.
  - iii. **Secretary.** The position of Secretary is a one year position. The Secretary shall keep the minutes of all regularly scheduled meetings as well as all Steering Committee meetings. The Secretary shall also be responsible for keeping accurate records of all Association business, including but not limited to, all minutes, meeting notices, correspondence, copies of financial reports, copies of up to date by-laws, articles of incorporation paperwork, copies of all newsletters, copies of all requests for funds generated by the association and any other historical document that pertains to the ongoing business of the association. The Secretary will pass this information on to the next Secretary at the end of his/her term.
  - iv. **Treasurer.** The position of Treasurer is a one year position. The Treasurer shall be responsible for all funds of the Association. He/she shall receive and issue receipts for monies due and payable to the Association from any source and deposit all monies in the name of the Association in the financial institution selected by the LPNA Board of Directors. The Treasurer will prepare accurate and timely financial reports to be presented to all members at every regularly scheduled membership meeting and LPNA Board of Directors meetings. The Treasurer is responsible for assuring all bank statements and other Association records are kept neatly filed and safe. The Treasurer is responsible for assuring all residents are aware of the amount of the annual dues. The Treasurer is accountable for all expenditures of the Association and must keep good records, including receipts, to back up every transaction. All checks and deposits shall be co-signed by one officer, designated by the Board of Directors.
- b. Any vacancies that occur throughout the year should be filled by the Board of Directors for the remainder of the term.
  - c. The immediate past-president shall serve one year in an advisory capacity with no vote and shall not be considered a member of the Board.

- d. All officers must pay dues to the Association and attend the monthly meetings of the Board and the general and/or special meetings of the Association, as held each year.
- e. Officers who are unable or unwilling to perform their duties in a diligent manner may be asked by the Board to resign. If the Officer refuses to resign, the Officer may be removed by 2/3 vote of the Board of Directors.

**9. LPNA Board of Directors (the Board)** Between general and special Association membership meetings, the Association's business shall be conducted by the Board of Directors, as follows:

- a. The Board of Directors shall be composed of:
  - i. The four officers of the Association;
  - ii. Nine elected Board members who will be actively involved in the ongoing activities of the LPNA;
  - iii. A Block Captain Coordinator.
- b. The Board members shall hold their positions for one-year terms, and shall be elected at the general meeting each Fall General meeting. All Board members shall be dues-paying members of the Association.
- c. The Board of Directors shall meet monthly, to conduct Association business. Two officers, and a quorum of more than 50% of the Board must be present to carry out Association business, which shall be decided by a majority vote of those Committee members present at each meeting.
- d. Any Board member who is unable or unwilling to perform his/her duties in a diligent manner may be asked by the other Board members to resign and may be replaced for the remainder of the term by another dues-paying member selected by the remaining Board members.
- e. Any member of the LPNA Board of Directors involved in fraudulent activities involving Linwood Place Neighborhood Association business will be removed from the Board and the criminal activity will be reported for prosecution to the full extent of the law.
- e. The Board, at its discretion, may approve the formation of various sub-committees each year to accomplish specific Association goals. These working committees shall coordinate projects and activities for the Association during the year.

**10. Nomination and Election Procedures for General and Special Elections:**

Elections shall be overseen by an ad hoc committee and chaired by an LPNA member who has previously sat on the steering committee but is not currently seeking election. Although all positions may be listed on one ballot, each position will have a separate vote.

The following procedures will govern nominations and elections for officers and/or steering committee members to their respective terms of office at the Fall General meeting general meeting each year and/or at special elections during any given year:

- a. Elections will be publicly announced to the neighborhood through letters, email, newsletter, website, and/ or social media thirty (30) days before the election is to take place.
- b. Nominations for any position(s) to be voted on at the election will be accepted, as follows:
  - i. Nominations may be through mail, email, or the formal nomination system in place. All nominations must be clarified by the Board to ensure eligibility and commitment to serve.
  - ii. Prior to submitting a nomination, the person making the nomination must ensure that the nominee is willing to be placed on the ballot and to accept the position for which he/she is being nominated.
- c. Not less than five (5) days prior to the date of the meeting where the LPNA Board of Director members are to be elected, the Secretary shall make nominations publicly available through letters, email, newsletter, website, and/or social media.
- d. Once the ballot has been made available for public viewing, no amendments shall be made.
- e. Elections shall be overseen by an ad hoc committee and chaired by an LPNA member who previously sat on the steering committee but is not currently seeking election. Voting procedures shall follow Robert's Rules.

Although all positions may be listed on one ballot, each position will have a separate vote.

- f. Absentee voting will be allowed only as follows:
  - i. Absentee voting may only be done by an Association member who is unable to attend the meeting where the vote is to be taken.

- ii. Absentee vote can occur through a formal ballot or the voting system in place for the election.
- iii. Absentee votes will be accepted until the start of the meeting where the vote is to be taken. After the meeting has begun, no additional votes will be accepted.
- g. If an officer is not elected: Elections shall be overseen by an ad hoc committee and chaired by an LPNA member who has previously sat on the steering committee but is not currently seeking election. The Special Election will follow Robert's Rules and the timelines outlined in the LPNA bylaws.

**11. Block Captains:** One Block Captain shall be appointed by the Block Captain Coordinator to represent each of the thirty-two blocks within the boundaries of the neighborhood. The Block Captains shall be responsible for notifying Membership about neighbors moving, and for the timely distribution of LPNA written communication.

**12. Contracts and Financial Affairs:**

- a. LPNA Board of Directors may authorize any officer(s) or agent(s) of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.
- b. Dues and other monies received shall be held in the custody of the Treasurer to meet expenditures as deemed necessary by the Board of Directors.
- c. All checks, drafts, other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer(s) or agent(s) of the Association and in such manner as shall from time to time be determined by the Board of Directors.
- d. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may select.
- e. The Board of Directors may accept on behalf of the Association any contribution, gift or bequest for any general or specific purpose of the Association.

**13. Indemnification:** The Association shall indemnify and hold harmless any present or former Board member or officer against liabilities, judgments, and all expenses incurred by reason arising out of the Board member's or officer's service to the Association, except as to matters in which the Board member or officer shall be adjudged in a court of law to be liable for negligence or misconduct in the performance of his/her duties to the Association.

**14. Amendments:** These Bylaws may be amended or repealed and replaced only by a majority vote of members present at any regular or special meeting of the membership, provided that the meeting notice contained an explanation of the proposed change.