

**Creston Neighborhood Association
BYLAWS**

as amended October 24, 2013; and October _____, 2017

ARTICLE I

Name and Area Concerned

Section 1: This organization shall be known as the Creston Neighborhood Association (hereafter referred to as the CNA).

Section 2: Beginning at a point at the intersection of 4 Mile Road and the Grand River, going east on 4 Mile Road NE, then following along city limit line to a point east of Brynell Court NE, then south and east along city corporation line to Plainfield Avenue NE, then south on Plainfield Avenue NE to Lamberton Lake Drive NE, then east on Lamberton Lake Drive NE to a point just west of Shadyside Drive NE, then south along the city corporation line to Aberdeen Street NE, then east on Aberdeen Street NE to a point west of Shadow Lake, then south on the Grand Rapids Corporation Line to Knapp Street NE, then west on Knapp Street NE to Fuller Avenue NE, then south to Leonard Street NE, then west to the Grand River, then north along the Grand River to point of beginning.

ARTICLE II

Purpose

Section 1: The CNA may do any and all moral and lawful acts in furtherance of the following purposes:

- A) To promote friendship and cooperation among the residents.
- B) To maintain and improve the property and the physical appearance of the community.
- C) To assist local businesses to survive and prosper in the community.
- D) To have a role in civic matters affecting our community.
- E) To develop awareness, a spirit of pride and individual responsibility to the community.
- F) To initiate neighborhood programs for solving problems, enhancing public safety, providing services, and promoting social activities.
- G) To encourage the development of more localized groups, such as block clubs, to follow the aforementioned purposes.
- H) To receive and disburse monies, gifts, bequests, and goods for community service and for charity.
- I) Promote the conservation of energy and natural resources and enhance the environmental health of the neighborhood.

Section 2: The Creston Neighborhood Association is organized, and will be operated for charitable, religious, educational or scientific purposes; and for such other purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE III
Membership

- Section 1a: Resident Membership. Resident membership of the CNA shall be open to all residents within the stated boundaries. Annual dues may be set by the Board of Directors. Membership must be renewed annually. Resident members have voting privileges.
- Section 1b: Non-Resident Membership. Property Owners and Business Owners within the stated boundaries are welcome to join the membership of CNA as a Non-Resident Member. Annual dues may be set by the Board of Directors. Membership must be renewed annually. Non-Resident members have voting privileges. Non-Resident members may serve on the Board of Directors.
- Section 2: Associate Membership. In addition to the foregoing class, any other individual, institution, organization, donor, or business that has a genuine interest in and concern for the purpose stated in Article II, may become an associate member with the approval of the Board of Directors. Annual Dues may be set by the Board of Directors. Associate members have voting privileges. Associate members may serve on the Board of Directors.
- Section 3: Anyone who is a voting member is eligible to vote at membership meetings, as defined in Article VI.

ARTICLE IV
Board of Directors

- Section 1: The Board of Directors shall consist of at least 9 and no more than 12 Resident, Non-Resident, or Associate Members elected by the Membership at the CNA Annual Meeting. All Resident, Non-Resident, and Associate Members are eligible to run for the Board of Directors. No more than four (4) Non-Resident and/or Associate Members may serve on the Board of Directors at one time. Directors shall have the power to fill vacant board positions between elections. Resident Directors shall be able to remove a Non-Resident or an Associate Director at any time and for any reason by a simple majority vote of the Resident Directors.
- Section 2: Directors shall be elected at the Annual Meeting to serve three-year terms with four positions expiring each year. Terms shall commence and expire upon the vote at the annual meeting.
- Section 3: Meetings of the Board will be called by the President. The Board shall meet at least six times annually.
- Section 4: A quorum for meetings of the Board shall consist of a majority of the Directors currently serving. Each board member, elected or appointed, is entitled to cast

one vote on any matter that comes before the board. Board members must be present in person or via electronic communications to vote at board meetings. Any member of the Executive Committee may call for an electronic ballot on an issue that must be determined between scheduled board meetings.

Section 5: A Director may be removed from the Board, by a two-thirds vote of all board members currently serving, at a meeting called for that purpose. Any Director with three unexcused absences in a twelve-month period shall be removed from the Board by the Executive Committee.

Section 6: The Board of Directors shall be responsible for preparing a list of nominees and nominations for the Board of Directors. Members are encouraged to submit applications to the Board of Directors at least 30 days before the annual meeting. Candidates will be accepted from the floor at the Annual Meeting.

Section 7: A volunteer director, including officers, is not personally liable to the corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty to the corporation, except for:

- A) A breach of the director's or officer's duty of loyalty to the corporation or its members.
- B) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- C) A violation of section 551(1) of act No. 162 of the Michigan Public Acts of 1982, as amended;
- D) A transaction from which the director or officer derived an improper personal benefit;
- E) An act or omission occurring before the effective date of this provision; or
- F) An act or omission that is grossly negligent.

The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer director occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer director's duties. The corporation assumes the liability for all acts or omissions of any other volunteer occurring after the effective date of this provision if all of the following are met:

- A) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- B) The volunteer was acting in good faith.
- C) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.

ARTICLE V

Officers

Section 1: The officers of the Creston Neighborhood Association shall be the President, Vice-President, Secretary and Treasurer.

- Section 2: The President shall preside at all Board and membership meetings of the Association, appoint committees with the approval of the Board of Directors, and serve as an ex-officio member of all committees.
- Section 3: The Vice-President shall assume the duties of the President in his or her absence.
- Section 4: The Secretary shall record the minutes of official meetings, conduct correspondence, and maintain the official records of the organization.
- Section 5: The Treasurer shall account for all monies of the organization, and disburse funds as authorized.
- Section 6: Officers shall be elected to one-year terms by the Board of Directors at the first meeting following the Annual Meeting.
- Section 7: A vacancy in any office may be filled by a vote of the Board of Directors.

ARTICLE VI Membership Meetings

- Section 1: There shall be at least one membership meeting each year. Meeting Notices shall be distributed at least 10 days prior to the meeting date.
- Section 2: A Membership Meeting which is designated by the Board of Directors shall be known as the Annual Meeting of the Creston Neighborhood Association. Annual reports of the finances and the activities of the organization will be given, and the election of members to the Board of Directors will be conducted.

ARTICLE VII Committees

- Section 1: The Executive Committee may designate or discontinue committees, consisting of one or more Board members and additional Members. The President of the Board of Directors shall have the power at any time to fill vacancies, to change membership, or to discharge committee members. The President of the Board of Directors shall have the power to appoint CNA employees who are not members of the Board of Directors, and non-members to serve as advisory, non-voting consultants to any such committee. Committees that might be established under this section include Membership, Finance, Public Safety, Fund Development, and Housing.
- Section 2: Ad hoc committees shall only be chartered by the Executive Committee after determining measurable committee outcomes and anticipated length of operation.
- Section 3: Standing Committees and their ongoing outcomes will include:

- A. Executive: The Executive Committee shall consist of the Officers of the Board. They shall coordinate committee work, exercise the power to act as the Board of Directors between meetings, propose agenda for Board and Annual meetings, manage broad policy for the operation of the organization and supervise any Executive Director which the Board of Directors may appoint. The Executive Committee may request additional advice and consent from outside sources at their discretion.

ARTICLE VIII Finance

- Section 1: All disbursements of an amount exceeding \$200.00 shall be made by check. The signature of two officers or one officer and the Executive Director will be required for all checks over \$500.00. Checks under \$500.00 require the signature of one officer or of any person the Board may designate. All disbursements will be made in accordance with the electronic check policy recommended by the Treasurer.
- Section 2: The fiscal year of the organization shall be from January 1 to December 31.

ARTICLE IX Amendments

- Section 1: These bylaws may be amended by a two-thirds vote of the membership present at a meeting of the Creston Neighborhood Association. Written notice, including any electronic form, of the proposed amendment must be distributed to the membership at least ten days prior to the meeting date.

ARTICLE X Statement of Dissolution

- Section 1: In the event of dissolution, all assets, real and personal shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XI Rules of Order

- Section 1: “Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure unless specified otherwise by these by-laws or statute.