

**Baxter Neighborhood Association  
BYLAWS**

**ARTICLE I  
Name and Territorial Limits**

**Section 1.** The name of this organization shall be the Baxter Neighborhood Association (hereinafter referred to as BNA).

**Section 2.** The primary territorial concern shall be the area bounded west of Fuller, east of Eastern, north of Franklin and south of Wealthy.

**ARTICLE II  
Purpose**

**Section 1.** The objective of the BNA is to unite all residents, all property owners, and all interested parties for the purposes of improving living standards for all; for the upgrading of the total neighborhood.

Much effort must be spent in combating deterioration through the Crime Prevention Program and the enforcement of housing codes. This in turn will encourage housing restoration. Active membership will ensure a viable association that will be responsive and responsible to the people of Baxter in the furtherance of the following purposes:

- a. To promote communication, cooperation and friendship among residents to enhance unity and create a vision for our community;
- b. To promote the maintenance and improvement of property and the physical appearance of our community;
- c. To identify neighborhood problems and initiate neighborhood programs for solving these problems, providing services and promoting social activities;
- d. To have a voice in all civic matters affecting our community;
- e. To promote awareness, responsibility and participation in the political system;
- f. To develop awareness, a spirit of pride and individual responsibility to our community;
- g. To promote and assist local business, institutions and churches to survive and prosper in this community;
- h. To encourage the development of more localized groups, such as block clubs to follow the aforementioned purposes;
- i. To receive and disburse monies, gifts, bequests and goods for community services and for charity;
- j. To develop and implement crime prevention strategies; and
- k. To affirm, encourage and promote the Target Area Council in any area of community improvement it initiates.

**Section 2.** The BNA is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III**  
**Membership, Voting Eligibility, and Meetings**

**Section 1.** Anyone (18 years of age or older) owning property or living within the boundaries of the BNA shall be considered a member and is eligible to vote at BNA's general membership meetings, and is eligible to serve on the Board of Directors. Verification for voting eligibility shall include any of the following.

- a. Driver's license or State identification card;
- b. Voter's registration card;
- c. Tax bill, utility bill, or other official mail verifying a persons name and address.

**Section 2.** Businesses, institutions and/or organizations located within the association boundaries are encouraged to designate one (1) person as a representative for membership. Designated representatives are eligible to vote at BNA's general membership meetings, and are eligible to serve on the Board of Directors. Such entities must communicate in writing to the BNA the name and address of their designated representative a minimum of one week prior to general membership meetings for voting purposes.

**Section 3.** The general membership meeting shall be held annually in September, with the specific day, time and location to be determined by the BNA Board of Directors. Members shall be given a minimum of two (2) weeks advance notice of the meeting time and location. The purpose of the annual meeting shall be the election of Board of Directors of BNA, the election of the officers by the Board of Directors, the appointment of members to various committees, if any, and the transaction of any other business as may properly come before the Board of Directors.

**ARTICLE IV**  
**Officers and Duties**

**Section 1. President:** The President of the Board of Directors shall preside at all board meetings, appoint committees with the approval of the Board of Directors, submit reports at membership and other meetings, sign documents on behalf of the corporation and represent the Board of Directors in all matters in which the Board has not formally designated another representative, implement and perform all other duties appropriate to this office.

**Section 2. Vice President:** The Vice President shall perform all duties of the Board President in his/her absence, serve as an ex-officio member of all committees, and shall perform all other duties appropriate to this office and as delegated by the President.

**Section 3. Treasurer:** The Treasurer shall receive, deposit and account for all monies of the BNA, provide detailed reports at the general membership meeting and all regular board meetings regarding all transactions of the BNA and its financial condition, disburse funds on behalf of the BNA, serve as an ex-officio member of the Finance Committee, and perform all other duties appropriate to this office.

**Section 4. Secretary:** The Secretary shall keep minutes of all meetings, maintain membership records, submit reports at all meetings, serve as an ex-officio member of the Membership Committee and perform all other duties appropriate to this office.

**ARTICLE V**  
**Board of Directors**

**Section 1.** The Board of Directors shall consist of twelve (12)<sup>14P 12</sup> Directors elected by the membership at the annual, general membership meeting. Four (4) Directors shall serve as officers for one (1) year upon election by the Board of Directors immediately following the annual, general membership meeting. All corporate powers shall be exercised by or under the authority of the Board of Directors, and the Board of Directors shall control management and affairs of the corporation.

**Section 2.** All Directors shall serve a term of three (3) years. This three-year term shall commence upon the Directors election to the Board of Directors at the annual, general membership meeting. Terms on the Board shall be staggered so that four (4) Directors shall complete their terms each year.

**Section 3.** Any Director shall resign at any time by giving written notice to the President of the Board of Directors. Such resignation, which may be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified in it.

**Section 4.** The Board of Directors may appoint individuals to fill vacancies arising from resignations as indicated in Section 3 above. Appointees shall serve the remaining term of office of the Director being replaced.

**Section 5.** Each Director shall be entitled to one vote on all matters before the Board of Directors.

**Section 6.** The Board of Directors shall appoint members to committees and receive reports there from, fill vacancies on the Board, and provide leadership.

**Section 7.** A quorum of the Board of Directors shall consist of a majority of the Directors then in office.

**Section 8.** An individual Director may be removed from office, with or without cause, by a three-fourths (3/4) majority vote of the Directors then in office, such removal being effective immediately.

**Section 9.** Any Director missing three (3) consecutive board meetings without cause, shall forfeit his/her seat. It is the Director's responsibility to notify the Secretary or President of the Board of their absence.

**Section 10.** Directors shall not be held personally liable to the corporation or its members for monetary damages for a breach of the Director's fiduciary duty. This provision shall not eliminate or limit the liability of a Director for any of the following:

- a. A breach of the Director's duty of loyalty to the corporation or its members.
- b. Acts or commissions not in the good faith or that involve intentional misconduct or a knowing violation of state or federal law.
- c. A transaction from which the Directors derived an improper personal benefit.
- d. An act or omission that is grossly negligent.

**ARTICLE VI**  
**Nominations and Elections of Officers**

**Section 1.** Elections for the Board of Directors shall be conducted at the annual, general membership meeting in September. Election of Board Officers shall be conducted immediately following the membership meeting.

**Section 2.** Nominations shall be taken from the floor at the general membership meeting. Nominees must be present, and must accept the nomination in order to be elected to the Board of Directors.

**Section 3.** At the general membership meeting in September, all members shall be given ballots to cast their votes. Members shall have one vote for each position to be filled. Those nominees having the greatest number of votes shall be elected. In the event of a tie, a runoff election will be held to determine the winner.

**Section 4.** Immediately following the general membership meeting, the newly elected Board of Directors shall nominate and elect Directors to hold the offices of President; Vice President; Secretary and Treasurer.

**ARTICLE VII**  
**Committees**

**Section I.** Committees shall be established from time to time by resolution of the Board of Directors and shall include, but not be limited to, the following standing committees:

- a. Personnel
- b. Public Safety
- c. Finance
- d. Communications
- e. Membership

Such committee(s) shall serve at the pleasure of the Board of Directors.

**Section 2.** The President shall appoint the members and chairpersons of each committee, subject to the approval of the Board of Directors. The composition of each committee shall consist of at least one Director of the BNA Board and any additional members who are not Directors.

**Section 3.** Each committee shall keep regular meeting minutes and records of its actions and report same to the Board of Directors when required by the Board. Each committee shall deliver copies of its minutes and records regularly to the Vice President of the Board of Directors.

**ARTICLE VIII**  
**Finance**

**Section 1.** The President, Vice-President and Treasurer shall be authorized to sign checks on behalf of the corporation. Two (2) signatures are required on each check. There shall be no cash disbursements.

**Section 2.** Financial reports shall be provided to the Board of Directors at each regularly scheduled meeting of the Board of Directors.

**Section 3.** The fiscal year and membership year shall run from October 1<sup>st</sup> through September 30<sup>th</sup>.

**Section 4.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

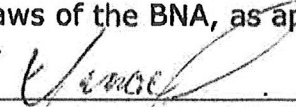
**ARTICLE IX**  
**Amendments**

**Section 1.** These Bylaws may be amended at any general meeting of the Association by two-thirds (2/3) majority vote of the members present and voting, when thirty (30) days written notice of the proposed amendment has been distributed to the membership.

**ARTICLE X**  
**Dissolution**

**Section 1.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, the Board of Directors shall dispose of all assets of the corporation by donating those assets to a charitable 501(c)(3) status organization as determined by a majority vote of the Board of Directors. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the Principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

I Isaac Brown, the Secretary of the Baxter Neighborhood Association, do hereby certify that this document contains an accurate statement of the Bylaws of the BNA, as approved by its membership on October \_\_\_\_, 1999.

  
Signature

5/11/2012  
Date