

# **BAXTER NEIGHBORHOOD ASSOCIATION BYLAWS**

# TABLE OF CONTENTS

<b>Article I: Name and Territorial Limits</b>	<b>4</b>
Section 1: Organization Name	4
Section 2: Territory Limits	4
<b>Article II: Mission, Vision, and Tax-Exempt Status</b>	<b>5</b>
Section 1: Mission Statement	5
Section 2: Vision Statement	5
Section 3: Tax-Exempt Status	5
<b>Article III: Membership and Voting Eligibility</b>	<b>6</b>
Section I: Resident Membership Eligibility	6
Section II: Business Membership Eligibility	6
Section III: Membership Dues	6
<b>Article IV: Meetings</b>	<b>7</b>
Section 1: Executive Meetings	7
Section 2: General Board Meetings	7
Section 3: Special Meetings	7
Section 4: Annual Membership Meetings	7
Section 5: Special Membership Meetings	8
<b>Article V: Board of Directors</b>	<b>9</b>
Section 1: Board Composition	9
Section 2: Terms of Services	9
Section 3: Powers and Duties	9
Section 4: Resignation	9
Section 5: Board of Director Removal	9
Section 6: Board Vacancy Between Elections	10
Section 7: Quorum	10
Section 8: Fiduciary Responsibilities	10
<b>Article VI: Officers and Related Duties</b>	<b>11</b>
Section 1: Election of Officers	11
Section 2: Terms of Service	11
Section 3: Duties of Officers	11
<b>Article VII: Committees</b>	<b>12</b>
Section 1: Committees of the Board	12
Section 2: Committee Composition	12
Section 3: Committee Reports	12
Section 4: Power of Limitations of All Committees	12
<b>Article VIII: Finances</b>	<b>13</b>
Section 1: Check Authorization	13
Section 2: Financial Reports	13
Section 3: Fiscal Year	13
Section 4: Distribution of Net Earnings	13

<b>Article IX: Non-Discrimination Policy</b>	<b>14</b>	
Section 1: Non-Discrimination Policy	14	
Section 2: Equal Employment Opportunity	14	
Section 3: Discriminatory Harassment	14	
Section 4: Response and Consequence	14	
<b>Article X: Conflict of Interest and Annual Statement</b>	<b>15</b>	
Section 1: Purpose	15	
Section 2: Definitions	15	
Section 3: Procedures	16	
Section 4: Records of Proceedings	16	
Section 5: Compensation	17	
Section 6: Annual Statements	17	
Section 7: Periodic Reviews	17	
Section 8: Use of Outside Experts	17	
Section 9: Director and Officer Conflict of Interest Statements/Form	18	18
<b>Article XI: Amendments</b>	<b>19</b>	
Section 1: Amendment Origin	19	
Section 2: Voting on Amendments	19	
<b>Article XII: Dissolution</b>	<b>20</b>	
Section 1: Corporate Dissolution	20	
<b>Addendum A: BNA Territorial Limits Map</b>	<b>21</b>	

## **ARTICLE I: NAME AND TERRITORIAL LIMITS**

### **Section 1. Organization Name**

- A. The name of this 501(c)(3) non-profit shall be the Baxter Neighborhood Association (hereinafter referred to as BNA).

### **Section 2. Territory Limits**

- A. The designated area which BNA serves is bounded territorially within the following thoroughfares: south of Wealthy Street, west of Fuller Avenue, north of Martin Luther King Jr. Street, and East of Eastern Avenue (see Addendum A for a map).

## **ARTICLE II: MISSION, VISION, AND TAX-EXEMPT STATUS**

### **Section 1. Mission Statement**

- A. (Mission Statement to be developed by board, 2024)

### **Section 2. Vision Statement**

- A. (Vision Statement to be developed by board, 2024)

### **Section 3. Tax-Exempt Status**

- A. The State of Michigan acknowledges the nonprofit incorporation of the BNA, as well as being qualified for tax-exempt status under Section 501(c)(3) of the Internal Revenue Service Code of 1954, to operate for charitable, religious, educational, or scientific purposes.

## **ARTICLE III: MEMBERSHIP AND VOTING ELIGIBILITY**

### **Section 1. Resident Membership Eligibility**

- A. Anyone, 18 years of age or older, residing as a homeowner, renter, or as a business owner within the boundaries of the BNA shall be considered an eligible member with voting privileges at the Annual Membership Meeting, and eligible to serve on the Board of Directors.
- B. Verification for voting eligibility shall include any of the following.
  - 1. Driver's license or state identification card;
  - 2. Voter's registration card; or
  - 3. Tax bill, utility bill, or other official mail verifying a person's name and address.

### **Section 2. Business Membership Eligibility**

- A. Businesses, institutions and/or organizations located within the association's boundaries are encouraged to designate one (1) person as a representative for membership. The designated business representative is eligible for one (1) vote at BNA's Annual Membership Meeting and is eligible to serve on the Board of Directors.
- B. Such entities must communicate in writing to BNA the name and address of their designated representative a minimum of one (1) week prior to the Annual Membership Meeting for voting eligibility.

### **Section 3. Membership Dues**

- A. The board may set membership dues for either or both membership classes at any time, including the option of annual membership renewal.

## **ARTICLE IV: MEETINGS**

### **Section 1. Executive Meetings**

- A. Executive Meetings consisting of only BNA's Board of Directors may be held at the discretion of the board at any time, date and place designated by the officers.
- B. Committee chairs, appointments, and other guests can be invited to Executive Board Meetings.
- C. Agenda and related items will be sent to board members, and if necessary, all attending guests, in advance of the meeting.
- D. When Executive Meetings are necessary, but scheduling doesn't permit conducting them onsite, face-to-face, the board has the option to conduct electronic meetings, such as telephone, web conferencing and other emerging technologies allowing all members to hear and interact at the same time. Non-profit corporations in Michigan are bound by the rules set forth in Public Act 162 of 1982 (MCL 450.2101 - 450.3192) and thus are limited to the kinds of electronic meeting technologies they may use to hold a meeting. A telephone or web-conference technology would meet the criteria; however, e-mail would not as it is unlikely to be synchronous (i.e., all 'electronic' attendees being able to hear each other in real time). Chat pods could be synchronous but do not allow members to hear one another, therefore, violate the rules set forth under PA 162, and are not allowed to be used for meetings of non-profit corporations.

### **Section 2. General Board Meetings**

- A. General Meetings shall be scheduled monthly, allowing the community's residents to have an opportunity to engage with the board; communicating their needs; allowing discussion for neighborhood issues, solutions and/or the Board requiring discussing a special topic with its' membership. The specific day, time and location of the General Meeting will be determined by the BNA Board of Directors.
- B. Notice shall be given orally, by traditional and electronic mail, phone text, fax, Internet, or similar emerging electronic strategies and shall state the purpose(s), date, time and place of the meeting.
- C. All notices shall be given not less than ten (10) days before the meeting.

### **Section 3. Special Meetings**

- A. Special Meetings of the Board of Directors shall be held when requested by the President or a majority of the members of the Board.
- B. Notice shall be given orally, traditional, and electronic mail, phone text, fax, Internet or similar emerging electronic strategies and shall state the purpose(s), date, time and place of the meeting.
- C. All notices shall be given not less than ten (10) days before the meeting.

### **Section 4. Annual Membership Meeting**

- A. The purpose of the Annual Membership Meeting shall be the election of BNA's Board of Directors, and if applicable, the transaction(s) of any other business before the Board of Directors.
- B. The annual membership meeting shall be held annually in September, with the specific day, time, and location to be determined by the BNA Board of Directors. At the discretion of the board of directors by majority vote, the meeting may be held during a different month of the year.
- C. Members shall be given no less than a minimum of two (2) weeks' advance notice of the meeting time and location. The purpose of the Annual Membership Meeting shall be the election of BNA's Board of Directors, and if applicable, the transaction(s) of any other business before the Board of Directors. The method of delivering notice may include, but is not limited to, delivered flyers via mail or hand, email, phone calls, website, social media, among other means of disseminating the information. Regardless of the method(s), the board must remain cognizant that its intentions are to reach the largest population of its residents as possible.
- D. Nominations, Election Process, and Agenda:
  - 1. Nominations: Nominations may be written or submitted electronically prior to the election and received by the office no later than two (2) days prior to the Membership Meeting, as well as be taken from the floor at the Annual Membership Meeting. Nominees must be present and must

personally accept the nomination to be elected to the Board of Directors.

2. Inspector of Elections
  - a. The Board of Directors may, in advance of the full membership meeting, appoint one (1) or more inspectors to act at the meeting or adjournment. In the event inspectors are not appointed, or an appointed inspector fails to appear or act, the person presiding at the membership meeting may, and on the request of a member entitled to vote shall, appoint one (1) or more persons to fill the vacancy or vacancies to act as inspector.
  - b. The inspector(s) shall receive votes, ballots, or consents, count and tabulate votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote with fairness to all members.
3. Conduct of Membership Meetings
  - a. The presiding officer at the Annual Membership Meeting shall call the meeting to order, determine the agenda, and the order in which business shall be conducted, unless the agenda or the order of business has been established previously by the Board of Directors.
  - b. The resident and/or business members shall have no power or authority to change or supplement the agenda as determined by the presiding officer or the Board of Directors.
4. Membership Voting
  - a. At the Annual Membership Meeting, all members shall be given directions on how voting will be cast. Members shall have one (1) vote for each open board seat to be filled. 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.
  - b. If the election consists of board seats with varying term limits, then the longest-term limit will be awarded to the nominee acquiring the largest number of votes, with remaining term limits distributed similarly.
  - c. Voting shall be permitted by paper, electronic or alternative method as established by the Board of Directors.
5. Quorum
  - a. Those members in actual attendance at any Annual Membership Meeting shall constitute a quorum at the meeting.
6. Election of Board Officers
  - a. At the next subsequent board meeting, the Board of Directors shall nominate and elect its officers as described in ARTICLE VI, SECTION 1.

## **Section 5. Special Membership Meetings**

- A. Special meetings of the membership may be called by the President, or by a majority of the Board of Directors. A written notice stating the date, place, hour and purpose of the special meeting shall be delivered or mailed to all members at least two (2) weeks before the special meeting. It shall be the responsibility of the individual calling the meeting to provide the Secretary with all information to be contained in the notice in sufficient time to allow the notices to be distributed ten (10) days before the date of the special meeting.



## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1. Board Composition**

- A. The Board of Directors shall consist of no more than twelve (12) 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 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.
- B. Per Board approval, the maximum number of seats on the board may increase or decrease depending upon, for example, the needs and strategic goals of the corporation.
- C. A delegated business representative may become a director; however, the board cannot consist of more than one-third (1/3) business members at any point in time.

### **Section 2. Terms of Services**

- A. Directors not elected or appointed to fill a board vacancy shall serve a term of three (3) years. This three-year term shall commence immediately upon adjournment of the Annual Membership Meeting.
- B. The Board may make provisions, from time to time, to stagger the terms of Directors so that each year no more than one-third (1/3) of the total acting Directors expire.

### **Section 3. Powers and Duties**

- A. Each Director shall be entitled to one (1) vote on all matters before the Board of Directors.
- B. Except as otherwise specifically provided in these By-Laws, the Board of Directors shall:
  - 1. Exercise general supervision and control over the property and affairs of the BNA;
  - 2. Approve the annual budget;
  - 3. Decide all questions involving cooperation with other professional organizations; and
  - 4. Supervise the execution of approved policies and facilitate the purposes of the Association.

### **Section 4. Resignation**

- A. Any Director may resign at any time by giving written or electronic 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.
- B. Should a resident member who was elected as a board member later becomes a business owner within the BNA district, and it changes the board composition to push the total director seats of business representatives over the one-third (1/3) threshold (see SECTION 1, ITEM C above), the continuation of the member's position on the BNA as a Director shall be contingent upon the discretion of the board.
- C. The Baxter Neighborhood Association retains the right to all historical documents that relate to the service of the resigned officer or member of the Board of Directors including electronic archives.

### **Section 5. Board Director Removal**

- A. A Director may be removed from office, with cause, by a three-fourths (3/4) majority vote of the Directors then in office, such removal being effective immediately.
- B. Any Director missing three (3) consecutive board meetings without notifying the President or Secretary, shall forfeit his/her seat. It is the Director's responsibility to notify the Secretary or President prior to the board meeting concerning their absence.
- C. The Board Director removed or subject to removal shall be provided notice and an opportunity to appeal the board's decision. Said removed Director must forward their request to appear before the board within ten (10) business days of notice being sent.
  - 1. If the Board determines that the removed Director shall be considered for reinstatement, they shall proceed with a motion to reinstate and vote accordingly.

#### **Section 6. Board Vacancy Between Elections**

- A. In the event of a vacancy between elections in the office of President, the Vice President shall assume the duties and title of the President.
- B. In the event of a vacancy in the office of Vice President, the Board of Directors shall have the power to fill the vacancy until the next regular election.
- C. At the next regular Annual Membership election, the voting membership shall elect eligible members to fill both expiring seats and, if applicable, any additional vacant seats on the Board of the Directors.
- D. Except as set forth elsewhere in this Section, in the event of a vacancy in any other appointed office, the Board of Directors shall have the power to fill the vacancy until the term of the involved office expires at which time an election shall be held to fill the board member's seat at the Annual Membership Meeting.
- E. A newly appointed Director shall immediately serve the unexpired portion of a vacancy and assume related duties if the vacancy occurs after the Annual Meeting and before the end of the unexpired current office term.

#### **Section 7. Quorum**

- A. A quorum of the Board of directors shall consist of a majority of the Directors currently in office.

#### **Section 8. Fiduciary Responsibilities**

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

## **ARTICLE VI: OFFICERS AND RELATED DUTIES**

### **Section 1. Election of Officers**

- A. The officers of BNA shall be elected by the Board of Directors at its first meeting after each Annual Membership Meeting and shall consist of a President, Vice President, Secretary, and Treasurer or such officers as may be designated by the Board of Directors.

### **Section 2. Terms of Services**

- A. Officers shall serve no more than one (1) year in their elected capacity or until the next Annual Membership Meeting, with the latter criterion superseding the former; and may be reelected without limitation on the number of terms s/he may serve.
- B. Upon completion of service, all respective records must be turned over to successor, or the President if no successor has been selected, within thirty (30) days of retirement from office.

### **Section 3. Duties of Officers**

- A. President
  1. The President of the Board of Directors shall:
    - a. Preside at all board meetings;
    - b. Appoint committees with the approval of the Board of Directors;
    - c. Submit reports at membership and other meetings;
    - d. Sign documents on behalf of the corporation; and
    - e. 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.
- B. Vice President
  1. The Vice President shall:
    - a. Perform all duties of the Board President in his/her absence;
    - b. Act as presiding officer at Annual Membership Meetings;
    - c. Serve as an ex-officio member of all committees; and
    - d. Shall perform all other duties appropriate to this office and as delegated by the President.
- C. Treasurer
  1. The Treasurer shall:
    - a. Receive, deposit and account for all monies of the BNA;
    - b. Provide detailed reports at all General Board and Annual Membership Meetings regarding all financial transactions of the BNA and its financial condition;
    - c. Disburse funds on behalf of the BNA;
    - d. Serve as an ex-officio member of the Finance Committee, if such committee exists; and
    - e. Perform all other duties appropriate to this office.
- D. Secretary
  1. The Secretary shall:
    - a. Keep minutes of all meetings;
    - b. Maintain membership records;
    - c. Submit reports at all meetings;
    - d. Serve as an ex-officio member of the Membership Committee, if such committee exists; and
    - e. Perform all other duties appropriate to this office.

## **ARTICLE VII: COMMITTEES**

### **Section 1. Committees of the Board**

- A. The Board may establish standing, advisory, and ad hoc committees to perform such duties as prescribed by the Board, provided that such duties are not prohibited by applicable law. Except as otherwise provided in the By-Laws, each committee shall act under the supervision and management of the Board.
  - 1. The Board shall have the authority to appoint and/or remove any chair or member of a committee; and;
  - 2. Except as permitted by law and specified in the By-Laws or a resolution of the Board, no committee shall perform any function of corporate power, policymaking, or management.
- B. The Board may establish advisory committees as standing or ad hoc committees to meet and discuss topics but must bring recommendations to the board for approval before taking action.
  - 1. Members of the association are eligible to serve and are appointed by the Board; and
  - 2. Advisory committees are not required to comply with open meeting, notice, quorum, or public records requirements.

### **Section 2. Committee Composition**

- A. Except as otherwise provided in the By-Laws, the chair of each committee shall be a representative of a Voting Member. The Board shall have the authority to appoint and/or remove any chair or member of a committee.
- B. Each committee shall consist of at least one (1) Board Director.
- C. Appointees shall serve for a one-year (1) term or until their successors are appointed.

### **Section 3. Committee Reports**

- A. Each committee shall submit a written report to the Board of Directors at least quarterly (i.e., every three (3) months) covering the committee activities within the prescribed duration.
- B. Each committee shall report to the Board at any time as required by the Board.

### **Section 4. Power Limitations of All Committees**

- A. No committee may authorize any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or any of its committees; nor may adopt, amend or repeal the Articles of Incorporation, By- Laws, or any resolution by the Board.

## **ARTICLE VIII: FINANCES**

### **Section 1. Check Authorization**

- A. 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**

- A. Financial reports shall be provided as stipulated in ARTICLE VI, SECTION 3, ITEM 1.b. In addition, any Special Meeting, Committee Meeting, or board request requiring said financials shall be presented.

### **Section 3. Fiscal Year**

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

### **Section 4. Distribution of Net Earnings**

- A. 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 VI, SECTION 3, ITEM 3.C hereof.

## **ARTICLE IX: NON-DISCRIMINATION POLICY**

### **Section 1. Non-Discrimination Policy**

- A. It is the policy and commitment of BNA that it does not discriminate on the basis of race, age, color, sex, national origin, physical or mental disability, or religion.

### **Section 2. Equal Employment Opportunity**

- A. BNA is committed to a policy of equal employment opportunity and does not discriminate in the terms, conditions, or privileges of employment on account of race, age, color, sex, national origin, physical or mental disability, or religion or otherwise as may be prohibited by federal and state law.
- B. Any board member, employee, volunteer or client who believes that s/he or any other affiliate of BNA has been discriminated against is strongly encouraged to report this concern promptly to the Executive Director.

### **Section 3. Discriminatory Harassment**

- A. Harassment or intimidation of a board member, staff person, client or guest because of that person's race, age, color, sex, national origin, physical or mental disability, or religion is specifically prohibited and may be grounds for termination.
- B. Harassment and intimidation include abusive, foul or threatening language or behavior.
- C. BNA is committed to maintaining an environment that is free of any such harassment and will not tolerate discrimination against staff members, volunteers or agency clients.

### **Section 4. Response and Consequence**

- A. Issues of discriminatory treatment, harassment, or intimidation on any of these bases should immediately be reported to the Executive Director or board director and, if substantiated, prompt action will be taken.

## **ARTICLE X: CONFLICT-OF-INTEREST POLICY AND ANNUAL STATEMENT**

### **Section 1: Purpose**

- A. The purpose of this Board conflict of interest policy is to protect BNA's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of BNA or might result in a possible excess benefit transaction.
- B. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
- C. This policy is also intended to identify "independent" directors.

### **Section 2: Definitions**

- A. Interested Person
  - 1. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest
  - 1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
    - a. An ownership or investment interest in any entity with which BNA has a transaction or arrangement,
    - b. A compensation arrangement with BNA or with any entity or individual with which BNA has a transaction or arrangement, or
    - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BNA is negotiating a transaction or arrangement.
  - 2. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
  - 3. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists in accordance with this policy.
- C. Independent Director
  - 1. A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director:
    - a. is not, and has not been for a period of at least three years, an employee of BNA or any entity in which BNA has a financial interest;
    - b. does not directly or indirectly have a significant business relationship with BNA, which might affect independence in decision-making.
    - c. is not employed as an executive of another corporation where any of BNA's executive officers or employees serve on that corporation's compensation committee; and
    - d. does not have an immediate family member who is an executive officer or employee of BNA or who holds a position that has a significant financial relationship with BNA.
- D. Nonfinancial Interest
  - 1. A nonfinancial interest is one that might influence an officer's, director's, or committee member's participation or vote in an action of the officer's, director's, or committee member's duties:
    - a. The person's relationship as an unpaid volunteer, officer or director of an organization that may be affected, directly or indirectly, by action to be taken, or not taken, by BNA
    - b. The person's personal, political, religious, friendship, or personal relationships which may be affected by an action to be taken, or not taken, by BNA.

### Section 3: Procedures

- A. Duty to Disclose
  - 1. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
- B. Disclosure of Nonfinancial Interests
  - 1. Directors shall disclose nonfinancial interests generally in their annual statement, and specifically as individual interests arise. Nonfinancial interests are expected, and shall not be reviewed unless a Board member (including the affected member) requests that the interest be reviewed under the Conflict-of-Interest Policy.
- C. Recusal of Self
  - 1. Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
  - 2. Determining Whether a Conflict of Interest Exists
    - a. After disclosure of the financial interest all material facts will be disclosed and reviewed, including discussion with the interested person. Upon request by a Board member the material facts of a nonfinancial interest will be reviewed, including discussion with the interested party. Then the potentially conflicted Member shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.
  - 3. Procedures for Addressing the Conflict of Interest
    - a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or other matter involving the possible conflict of interest.
    - b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
    - c. After exercising due diligence, the Board or Executive Committee shall determine whether BNA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a financial conflict of interest.
    - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a financial conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in BNA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
  - 4. Violations of the Conflicts of Interest Policy
    - a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
    - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### Section 4: Records of Proceedings

- A. The minutes of the Board and all committees with board delegated powers shall contain:
  - 1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.



2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5: Compensation**

- A. A voting member of the Board who receives compensation, directly or indirectly, from BNA for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BNA for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BNA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6: Annual Statements**

- A. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
  1. Has received a copy of the Conflict-of-Interest Policy,
  2. Has read and understands the policy,
  3. Has agreed to comply with the policy, and
  4. Understands BNA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- B. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
- C. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
- D. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

#### **Section 7. Periodic Reviews**

- A. To ensure BNA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
  1. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
  2. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to BNA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

#### **Section 8. Use Of Outside Experts**

- A. When conducting the periodic reviews as provided for in Article X, Section 7, BNA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.
- B. Revision History by the BNA Board
  1. Initial Conflict of Interest policy adopted April 2019
  2. Revised and approved October 2023

## Section 9. Director And Officer Conflict of Interest Statement/Form

1. Name: \_\_\_\_\_ Date: \_\_\_\_\_
2. Are you a member in Good Standing? Yes No
3. What organization do you represent? \_\_\_\_\_
4. Position:
  - Are you a voting Director? Yes No
  - Are you an officer? Yes No
  - If YES, which officer position do you hold: \_\_\_\_\_
5. I affirm the following:
  - I have received a copy of the BNA Conflict of Interest Policy. \_\_\_\_\_ (initial)
  - I have read and understand the policy. \_\_\_\_\_ (initial)
  - I agree to comply with the policy. \_\_\_\_\_ (initial)
  - I have reviewed the Board Member Job Description. \_\_\_\_\_ (initial)
  - I understand that BNA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. \_\_\_\_\_ (initial)
6. Disclosures
  - a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict-of-Interest policy with BNA? Yes No
    - i. If YES, please describe it:  
\_\_\_\_\_
    - ii. If YES, has the financial interest been disclosed, as provided in the Conflict-of-Interest policy? Yes No
  - b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict-of-Interest policy with BNA? Yes No
    - i. If YES, please describe it, including when (approximately):  
\_\_\_\_\_
    - ii. If YES, has the financial interest been disclosed, as provided in the Conflict-of-Interest policy? Yes No
7. Are you an independent director, as defined in the Conflict-of-Interest policy? Yes No
  - a. If you are not independent, why?  
\_\_\_\_\_  
\_\_\_\_\_

Signature of Director: \_\_\_\_\_ Date: \_\_\_\_\_

Date of Review by Executive Committee: \_\_\_\_\_

## **ARTICLE XI: AMENDMENTS**

### **Section 1. Amendment Origin**

- A. Amendments to the BNA By-Laws may be proposed by:
  - 1. Members of the Board of Directors; or
  - 2. A Board-appointed committee established for the purpose of reviewing and proposing amendments to the By-Laws.

### **Section 2. Voting on Amendments**

- A. Amendments to, or repeal of, the By-Laws may be voted on and approved by two-thirds (2/3) majority vote at the Annual Membership Meeting or Special Meeting at which a quorum is present.
- B. Notice of the proposed amendments, or repeal, must be sent to members thereon thirty (30) days written notice prior to the meeting at which action is to be taken.

## ARTICLE XII: DISSOLUTION

### Section 1. Corporate Dissolution

- A. 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 (name), 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 (date).

---

*Signature*

---

*Date*

## ADDENDUM A: BNA TERRITORIAL LIMITS MAP

