

**BYLAWS OF THE
NORTH END NEIGHBORHOOD ASSOCIATION, INC.**

ARTICLE I: MISSION

It shall be the mission of The North End Neighborhood Association, Inc. (NENA) to preserve and enhance the character of the neighborhood's livability, charm, historical roots, and warmth provided by the unique residential fabric, encompassed within NENA (as defined in Article III), in the interest of furthering the welfare of its present and future residents by democratic processes.

ARTICLE II: OBJECTIVES AND FUNCTIONS

It shall be the general objectives and functions of NENA to encourage and facilitate communication and joint efforts among the residents of the area encompassed within NENA's membership boundaries (as defined In Article III) in addressing matters of common concern. NENA shall engage in action of cooperative self-help to protect and develop the neighborhood and to work together in achieving the objectives of this and other neighborhood associations in the best interests of the larger community; and NENA shall serve as an advisory body to influence the decisions of city, county and state officials on matters of common concern to NENA's constituency.

ARTICLE III: GEOGRAPHIC/MEMBERSHIP AREA

The geographical boundaries of NENA, for purposes of conducting business and determining membership within NENA, shall include that section of the North End of Boise included within the map attached hereto as Exhibit "A" and incorporated herein by reference.

ARTICLE IV: MEMBERSHIP AND VOTING RIGHTS

1. Membership shall be open to all persons 18 years or older who reside¹, work², or own property/business within the geographic boundaries as stated in Article III.
2. For membership status, eligible persons will be required to provide identification, their names and addresses and, if membership is to be obtained by virtue of employment or property/business ownership, their employer's name and address and the location of their property/business, to NENA's Corporate Secretary.
3. Only members of NENA are eligible to vote at the annual membership meeting.
4. Membership in NENA shall cease immediately upon termination of residence, employment, or property/business ownership within the geographical boundaries herein described or by written notice to the NENA Corporate Secretary of the desire to terminate.

¹ The term "reside," as used herein, shall mean that a person maintains his or her primary personal residence within the geographic boundaries stated in Article III.

² The term "work," as used herein, shall mean that a person maintains his or her primary office or spends the majority of the work day within the geographic boundaries stated in Article III.

5. Each member shall have one vote. There shall be only one class of members. There shall be no voting by proxy available to members.

ARTICLE V: BOARD OF DIRECTORS

1. The Board of Directors shall have a membership of eleven (11) NENA members nominated and elected at the annual meeting. Board members shall serve for two-year terms; six (6) Board members shall be elected in even years, five (5) in odd years.
2. Vacancies on the Board of Directors shall be filled by a vote of the Board. Those elected shall serve out the unexpired term of the position.
3. The duties of the Board of Directors shall include all items and issues that the general membership and/or Board determine to be germane to the best interests of NENA.
4. Actions taken by the Board should represent the majority sentiments of the general membership of NENA.
5. Decisions and actions of the Board shall be subject to review at the next public meeting or at special meetings called for that purpose.
6. Board members shall be allowed to vote by proxy under the following conditions:
 - A. The Board member wishing to vote by proxy shall notify, in writing, the Corporate President and Corporate Secretary prior to the commencement of the meeting.
 - B. The written notice of intent to vote by proxy shall either designate another Board member by name who shall have general proxy authority to vote on behalf of the absent Board member executing the proxy or designate a vote on a particular issue to be acknowledged by the Corporate Secretary at the meeting, without the need to designate another Board member to cast the vote.

ARTICLE VI: REMOVAL OF BOARD MEMBERS

1. Members of the Board of Directors shall automatically be removed from the Board in the event they no longer satisfy the requirements of membership set forth in Article III, and may be removed by vote of the Board in the event they are absent from three consecutive Board meetings and/or a total of six Board meetings, as defined in Article X, paragraph 2, in any one (1) year, defined as a continuous 365 day period. For purposes of this Article, voting by proxy does not constitute attendance at a Board meeting.
2. Board members may be removed from the Board by a quorum for any reason deemed sufficient by the Board. Such removal shall only be valid if notice of the meeting at which the vote to remove such Board member is provided in accordance with Article X, paragraph 2. The Board member being removed shall have no entitlement to any procedure not described herein and shall have no right to be heard regarding their removal.

ARTICLE VII: CONFLICT OF INTEREST

1. A conflict of interest exists when a member of the Board of Directors, acting in their official capacity, votes or takes affirmative action that, if successful, will or reasonably could provide that Board member with a personal or business advantage and this possible advantage is known, or should be known, to the member when casting such votes or taking such action.
2. A conflict of interest does not exist when personal or business gain exclusively entails the enhancement of a member's property or when it does not diminish the existing character of surrounding properties, based on the owners of those properties opinions.
3. Any Board member with a conflict of interest on a particular issue must abstain from voting on that issue and shall address the Board with that Board member's concerns about a potential conflict at the beginning of the Board meeting before the issue is addressed.

ARTICLE VIII: OFFICERS

1. The Board of Directors shall elect, by vote, the following officers at the first Board meeting following the annual meeting:

President
Vice President
Secretary
Treasurer

Powers and Duties of Officers:

2. The President's powers and duties shall include:
 - a. Serving as the executive officer and overseeing the carrying out of programs.
 - b. Presiding at all meetings of the Board of Directors.
 - c. Distributing or delegating distribution of notices of all meetings pursuant to these Bylaws.
 - d. Signing or endorsing checks, drafts, and notes in conjunction with the Treasurer.
 - e. Acting as an ex-officio member of all committees.
 - f. Presenting an annual report to the members at the annual meeting or designating a representative to present said report.
 - g. Signing all contracts and other instruments authorized by the Board.
 - h. Acting as spokesperson for NENA or assigning that function to another Board member(s) as the President deems appropriate.
 - i. Cause to be filed an annual report with the Secretary of State pursuant to Idaho Code §30-3-136.
3. The Vice-President's duties shall include:
 - a. Performing the duties of the President upon the absence or disability of the president.
 - b. Assisting the President upon the President's request.
4. The Secretary's duties shall include:
 - a. Keeping minutes of all annual meetings and all meetings of the Board of Directors.

- b. Maintaining a file, in written form, of the official records of NENA as directed by the Board and consistent with Idaho Code §30-3-131.
 - c. Distributing notices of all meetings pursuant to these Bylaws.
 - d. Maintaining a record of all NENA members eligible to vote in a form that permits preparation of a list of the name and address of all members, in alphabetical order.
5. The Treasurer's duties shall include:
- a. Collecting and receiving all monies due.
 - b. Acting as custodian of these monies and depositing them in a bank designated by the Board.
 - c. Disbursing the corporate monies in accordance with the budget or upon order of the Board and signing checks together with the Corporate President and/or other authorized officers.
 - d. Maintaining books and ledgers as directed by the Board.
 - e. Preparing monthly financial statements and presenting such statements to the Board upon request.
 - f. Reporting at the annual meeting of the membership.
 - g. Performing such other functions as may be incident to the office.
 - h. Providing a bond to protect the corporation, if necessary.
 - i. To make or cause to be timely made, all necessary filings with the Internal Revenue Service and the Idaho State Tax Commission.

ARTICLE IX: COMMITTEES

The NENA shall have four (4) standing committees: The Executive Committee, the Recruitment Committee, the Hyde Park Street Fair Committee, and the Electronic Communications Committee. Other than the Executive Committee, as defined below, all committees shall have a minimum of one director of the board serving as a member. It is the responsibility of each committee to define their mission, define the tasks necessary to carry out that mission and have these items approved by the full board of directors.

1. Executive Committee: The executive committee shall consist of all corporate officers as described in Article VIII.
2. Recruitment Committee: Prior to the annual meeting, or whenever a vacancy exists on the Board of Directors, this committee shall nominate persons for Board positions becoming or that are vacant. They shall also be responsible for recruiting and maintaining a list of all NENA members interested in volunteer activities.
3. Hyde Park Street Fair Committee: The Board of Directors will appoint the Hyde Park Street Fair Committee, to oversee all management, financial, and administrative actions necessary to sponsor the Hyde Park Street Fair. The annual budget will be approved by the NENA Board of Directors. The Hyde Park Street Fair committee shall include at least one member of the NENA Board of Directors.
4. Electronic Communications Committee: The committee will be chaired by a NENA board member.
5. Other Committees: The Board of Directors may, at its discretion and from time to time, designate other committees for the purpose of addressing particular tasks, events and/or issues. When designating such a committee, the Board shall also

designate one or more individuals as “chairs” of the committee. Such committees may consist of members of the Board as well as the NENA membership at large. These committees shall be responsible and answer to the Board of Directors and may be terminated at any time and for any reason by the Board. The Board may require these committees to provide regular reports to the Board.

ARTICLE X: MEETINGS

1. Annual membership meetings: Annual membership meetings shall be held during the ~~month of May~~ last Tuesday of September each year for the purpose of electing members of the NENA Board of Directors for the following years, and for the purpose of receiving reports of officers and committees, and for the Board of Directors to receive input from the general membership. A quorum for annual membership meetings shall be twenty-five (25) members. The NENA President or the President’s delegate shall cause to be published in the Idaho Statesman, or a newspaper of general circulation serving the NENA geographical area, a notice, article or advertisement (collectively referred to as “notice”) of the annual meeting. Such notice shall be published no sooner than seven (7) days and no more than twenty-one (21) days prior to the date of the meeting. The notice shall provide the date, time and location of the meeting.
2. Board of Directors meetings: In addition to the annual membership meeting, there shall be regular meetings of the Board of Directors at a time and place set by the Board. The purpose of these meetings shall be to review general and specific matters of interest to the North End. Unless otherwise determined by the Board, these meetings shall be open to the public. At the Board’s discretion, non-Board members may be allowed to provide input and otherwise participate in the meetings. Only Board members shall be allowed to vote at Board meetings. The Corporate Secretary shall notify all members of the Board, as well as all committee “chairs” as defined in Article IX, paragraph 2, of the time and place of all Board meetings by mailing or hand delivering to all Board members at their last known address written notice to be postmarked or hand delivered not less than seven (7) days prior to said meeting. Any Board member who does not plan to attend any meeting of the Board shall notify the Corporate President prior to said meeting of their intent not to attend. For any vote of the Board to be effective, there must be at least a “quorum.” A quorum for all Board of Director meetings, including “special meetings” as defined in paragraph 3 of this Article, shall be six (6) persons assuming the existence of 11 sitting Board members. In the event there shall be vacancies on the Board, a quorum shall constitute at least fifty-five percent (55%) of the number of then sitting Board members. If said fifty-five percent (55%) yields a less than whole number of Board members, then the number of members needed to constitute a quorum shall be rounded up to the next highest number.
3. Special meetings: Special meetings shall be called by either: (1) a vote of the Board of Directors; or (2) a written demand of at least one hundred NENA members eligible to vote signed, dated and delivered to all Corporate officers as defined in these Bylaws describing, with particularity, the purpose or purposes for which the special meeting is to be held and whether a vote or resolution by the Board is requested. The purpose of these

special meetings shall be to review matters of special concern to the North End and to review actions of the Board. Following submission of the petition as set forth above, the Board shall conduct said special meeting within thirty (30) days.

4. Action by Board without meeting: Action may be taken by the Board of Directors without a meeting if evidenced by a written consent signed by a quorum of all sitting Board members. Such action shall become effective when signed by the last Board member constituting the quorum unless the consent itself specifies a different effective date. A consent signed as set forth above shall have the effect of a meeting vote and may be described as such in any document.

ARTICLE XI: OPEN MEETINGS

All meetings of NENA are open to the public unless the Board of Directors votes to withdraw into executive session for the sole purpose of discussing and voting on the removal of committee and Board members, or to discuss matters of litigation. All decision-making processes and votes made in executive session are confidential. Ultimate decisions will be made public. All committee and Board member removals are confidential and shall not be discussed outside the Board.

ARTICLE XII: CORPORATE RECORDS

1. NENA's members shall have the right to inspect and copy the Corporate records only to the extent mandated, and in the manner prescribed, by Idaho Code §30-3-131. NENA shall not be required to pay the copy costs of any such request by a member. The Corporate Secretary shall remain in possession of all Corporate records at all times.
2. A membership list may be obtained by any person for any purpose related to that member's interest as a member of NENA. The foregoing notwithstanding, no membership list shall be obtained and used by any person for the following purposes:
 - A. To solicit money or property;
 - B. For any commercial purpose; or
 - C. For sale to or purchase by any person or entity.

ARTICLE XIII: AMENDMENT TO BYLAWS

These Bylaws may be amended upon approval of two-thirds (2/3) of those present and voting at an annual meeting, provided that the proposed amendment has first been presented and approved at a meeting of the Board of Directors.

ARTICLE XIV: EMERGENCY BYLAWS AND POWERS

The Board of Directors may adopt, amend or repeal these Bylaws to be effective only in an emergency³. The emergency bylaws, which are subject to amendment or repeal by the

³ The term "emergency," as used herein, shall mean any instance where a quorum of the Corporation's Board cannot readily be assembled because of some catastrophic event.

NENA general membership, may provide special procedures as the Board deems necessary for managing the Corporation during the emergency including:

- A. How to call a meeting of the Board.
- B. Quorum requirements for the meeting; and
- C. Designation of additional or substitute directors.

All provisions of the Bylaws not inconsistent with the emergency bylaws shall remain in full force and effect. The emergency bylaws will no longer be effective once the emergency ends.

ARTICLE XV: ENACTING CLAUSE

These Bylaws shall become effective when duly approved as described in Article XIII above.

ARTICLE XVI: ULTRA VIRES ACTIONS

No member of the Board of Directors or any other committee member shall represent NENA without authority granted by a vote of the Board or authority of the executive committee.

ARTICLE XVII: NEIGHBORHOOD PLANS

1. Authorization. NENA may from time to time and as deemed appropriate by the Board of Directors, enter into a planning process to develop Neighborhood plans. The plans may be area specific, issue specific or comprehensive.
2. Compliance with City Guidelines. To the extent applicable, recognizing that all or portions of NENA's geographical area are within the corporate city limits of Boise City and portions of the NENA geographical area may be in unincorporated Ada County, planning shall be accomplished in the manner described in the Boise City Neighborhood Planning Guide, as that document may be amended from time to time.
3. Board approval. Prior to entering into any planning effort under this Article, the Board of Directors shall pass a resolution approving such planning effort, establishing a single purpose committee for such effort, and appointing at least one Board member to serve as chairman or co-chairman of such committee.
4. Plan approval. Any plan which is the result of the planning process outlined within this Article shall require adoption by a simple majority of the Board at a regular or special meeting prior to the advocating of such plan to public bodies and the general public.

SECRETARY'S CERTIFICATION

This is to certify that the foregoing Bylaws have been duly adopted by the Board of Directors at a meeting held on _____, 2015 and approved by vote of at least two-thirds (2/3) of those NENA members present at the annual meeting held on _____, 2015.

THE NORTH END NEIGHBORHOOD
ASSOCIATION, INC.

By _____
Secretary

STATE OF IDAHO)
)
County of Ada)

On this _____ day of _____, before me, _____, a Notary Public in and for said State, personally appeared _____, known to be the Corporate Secretary of The North End Neighborhood Association, Inc. and identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same for and on behalf of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificated first written above.

NOTARY PUBLIC FOR IDAHO
Residing at _____
My Commission Expires: _____