

**Bylaws of the
Crawford – Marlborough – Nakoma Neighborhood Association
(Black – original; red – new)**

I. NAME

The name of this organization shall be Crawford-Marlborough-Nakoma Neighborhood Association (CMNNA). The neighborhood boundaries shall be defined by the following: Starting at the Beltline and Verona Road, the southeast side of Midvale Boulevard, the Bike Path to Oneida, the south side of Odana Road, the Arboretum and Nakoma Golf Course, Seminole Highway and Winslow Lane to Warwick, and extending back to the Beltline and the start of Verona Road. [See Map.]

II. REPRESENTATION

~~From each of the six districts.~~ **The Neighborhood Association shall be divided into** Two representatives shall be elected by the residents within each district at the Annual Meeting.

III. PURPOSE

The purpose of CMNNA is to serve as a liaison ~~between~~ among our neighborhood, the City of Madison, and elected officials; to enhance our neighborhood; to discuss issues and to formulate programs of action.

IV. NON-PARTISANSHIP

CMNNA is a non-partisan organization.

V. MEMBERSHIP

A. Membership in this organization shall be open to all residents, and to non-resident owners of real estate within the boundaries of the association. Membership is open to those who are 18 years or older.

B. The Association shall provide for the broadest possible participation by residents from every part of the neighborhood.

C. The Association shall strive to be an inclusive organization, welcoming participation by all, regardless of income, property ownership, property value, race, ethnicity, religion, disability, lifestyle, sexual orientation, or age (if adult).

Moved from Membership meetings to Membership

D. The members of the Association shall elect up to thirteen (13) members to serve on the Board of Directors: up to two (2) representatives from each of the six (6) districts and one (1) at-large representative.

E. Terms for representatives shall be two years. However, in the initial year of operation one representative from each district shall serve for one year, rather than the specified two-year term, in order to create staggered terms of representatives in future years.

F. **The At Large representative is a one-year term.**

VI. MEMBERSHIP MEETINGS, ASSOCIATION YEAR AND ELECTIONS

Meetings

1. ~~Regular Board Meetings.~~ **Regular Board Meetings.** All ~~regular membership Board~~ **Board** meetings shall be held at a convenient location in the City of Madison on ~~at least~~ **at least** an annual basis ~~or more frequently as voted on by the Board.~~ **or more frequently as voted on by the Board.** Notice of each such meeting shall be transmitted via e-mail, website or mailed by the President at least 5 days prior to the date of the meeting. A quorum for the transaction of business at a membership meeting of the Board of Directors shall be a simple majority of the Board. All Board meetings are open to the public.

2. **Annual Meeting.** An annual meeting shall be held in September ~~at such date, time and place as may be designated by the Board.~~ **at such date, time and place as may be designated by the Board.** Notification of the annual meeting shall be given not less than 10 nor more than 30 days in advance of the meeting. Notification ~~shall can~~ include social media, website, public notices and/or hand or mail delivery. Each resident and/or non-resident owner shall be entitled to one vote on any and all agenda items calling for a vote by the members. A quorum for the transaction of business at ~~a membership~~ **the annual** meeting shall be 20 members.

3. **Special Board Meetings.** Special meetings of the Board may be called by the President, or shall be called by the Secretary upon receipt of a written request signed by at least three members of the Board. Such special meetings shall be held in the City of Madison, Wisconsin area at such place, date, and hour as may be designated by the person authorized herein to call such meeting. Written notice of such meeting shall be e-mailed or mailed by the President or Secretary at least 5 days and not more than 15 days prior to the date of the meeting- Any such notice shall state the purpose of the meeting and no other business shall be transacted there at. A quorum for such meeting shall be a simple majority of the Board.

4. **Conference Call Attendance at Meetings.** Conference call attendance at meetings shall be allowed when votes are required if any ~~two~~ **two** Board member requests such conference call attendance at a meeting.

B. **Association Year.** The Association's fiscal year shall begin on the 1st day of the month of the annual meeting and end on the last day of the month prior to the annual meeting. . The Association's official year shall begin the month following the Annual Meeting and shall continue through the end of the month of the next Annual Meeting.

C. **Nominations, Elections and Vacancies**

1. **Nominations.**

a. No person may be a candidate in an election who has not been nominated. During the month of July, the President shall select a Nominating Committee consisting of three members from the Association and Board. The Board shall name a Chairman for the Committee and it shall be her/his duty to call a committee meeting which shall be held on or before August 1st.

b. The Committee shall nominate one candidate from each geographical District to serve on the Board, and, after securing the consent of each person so nominated, shall immediately report all nominations to the Secretary in writing.

c. Additional nominations may be made at the Annual Meeting, prior to the election, ~~or in any manner as provided in this section~~. Write-ins may be accepted with the prior written acceptance of the candidate so nominated, if the write-in candidate is not present. If the write-in candidate is present his/her verbal acceptance is acceptable.

2. Elections. At the annual meeting, the Officers and the Directors for the ensuing year shall be elected by written ballot from among those nominated in accordance with Section C of Article VI. In the event only one person is nominated for an office, a call for a unanimous ballot may be cast for that person and no written ballot shall be required. They shall take office immediately upon the conclusion of the elections and each retiring officer shall turn over to her/his successor in office all properties and records relating to that office within 30 days after the election.

3. Vacancies.

a. During the year, any District vacancies occurring on the Board shall be filled at the first Board meeting following the creation of such vacancy, or at a Special Board Meeting called for that purpose. District candidates' names shall be submitted to fill such vacancy and it shall be filled for the remainder of the term by a majority vote of the remaining members of the Board. Any person so elected shall serve until the next annual election.

b. If a District is unable to fill its vacancy by the January Board Meeting, an at large member may be appointed to fill that vacancy until the next Annual Meeting. If the District does not fill the position at the next Annual Meeting, the at large member previously appointed shall serve the remainder of the term.

c. A vacancy in the office of the President shall be filled automatically by the Vice President and that resulting vacancy in the office of Vice President shall be filled by a current member of the Board.

VII. BOARD OF DIRECTORS

A. The Board of Directors shall elect the officers of this Association ~~at the next monthly meeting following the Annual Meeting~~. The officers of the Association shall be President, Vice President, Secretary, Treasurer and Past President.

B. Officers shall serve one-year terms, to which they may be reelected.

D. The duties of the Board of Directors shall be: 1) to execute the housekeeping and administrative duties of the Association and to conduct its business at meetings held ~~at least~~ on a quarterly basis, 2) to call the general meeting of the membership, held on an annual basis, and 3) to appoint standing and ad hoc committees of the Association as needed.

E. A quorum for Board meetings to conduct business is one more than half of the Board, or a simple majority.

F. Meetings of the Board shall be held at a convenient location within the City of Madison ~~on at least a quarterly basis~~. The Secretary of the Association shall give ~~at least seven (7) days~~ notice, either orally or in writing to all Board members of any regular meeting, including the time, place and purpose of the meeting.

G. The Board shall annually prepare a Budget for the Association. Immediately following the Annual Meeting, the Treasurer shall prepare a preliminary budget, based upon the previous year's expenditures, to be submitted at the ~~January~~ ~~second monthly~~ Board meeting ~~following the Annual Meeting~~. The document shall be prepared in consultation with the Board and Chairs of the various Committees and shall be voted on at the ~~March~~ ~~third monthly~~ Board meeting ~~following the Annual Meeting~~.

VIII. OFFICERS – The Association shall have the following officers: 1) President, 2) Vice President, Treasurer, Secretary, and Past President. The Officers shall serve a one-year term.

A. President – The President shall be responsible for calling meetings of the General Membership and for Executive Board meetings. The President shall prepare the agenda for said meetings with consideration to issues of concern to the members, and shall preside over these meetings. ~~The President shall request input for the Agenda prior to its preparation and provide a copy of the Agenda to the Board at least 3 business days prior to the meeting~~. The President shall direct information to proper committee members and delegate duties to appropriate committee members. The President shall serve as spokesperson for CMNNA.

B. Vice President – The Vice President shall assist the President as requested and is mutually agreed upon. In case of the absence or disability of the President, such duties shall be performed by the Vice President.

C. Secretary – The Secretary shall be responsible for maintaining the CMNNA archives, including the minutes of all Board and general membership meetings and shall prepare and maintain an ongoing record of said minutes. The secretary of the Association shall give notice of all meetings to Board members as stated in VII. BOARD OF DIRECTORS – F. Meetings. In the event the Secretary is unable to attend any meeting, the President shall delegate a CMNNA Board member to perform the functions of the Secretary. ~~The Secretary shall keep a roll of the Board members together with their contact information and provide a copy of the roll to the Board~~.

D. Treasurer – ~~The Treasurer shall accept and record CMNNA transactions~~ The Treasurer shall collect and receive all moneys due or belonging to the Association and shall deposit the same in a financial institution designated by the Board in the name of the Association. Her/his books shall at all times be open to inspection by the Board and s/he shall present a written report to the Board at every meeting detailing the condition of the Association's finances and every item of receipt or payment not before reported; and at the Annual Meeting s/he shall render an account of all moneys received and expended during the previous fiscal year. The outgoing Treasurer shall prepare a preliminary budget for the coming year to present to the new Treasurer at the end of the Annual Meeting. Authorization for expenditures shall be requested prior to

incurring the expense and shall thereafter request reimbursement within 60 days of the expenditure. After approval from the Officers, the Treasurer may allocate and disperse funds received for operating funds, special grants and projects. The treasurer shall assure filing, as necessary, of any documents required by the State of Wisconsin.

E. Past President – The Past President shall assist the Board of Directors by providing historical perspectives of matters at hand.

F. All Offices, other than the President, may temporarily fulfil multiple officer roles until all positions are filled.

IX. DUES

There shall be no membership dues required to belong to the CMNNA. The Board of Directors shall establish such voluntary dues as may be appropriate for carrying on the activities of the Association.

X. AUTHORITY

No member of CMNNA may claim to any public agency, the media, or other person or entity that they represent the Association, unless such representation has specifically been authorized by vote of the members of the Board and be so documented. If ~~consensus~~ a simple majority cannot be reached, then no representation shall be made in the name of the Association.

XI. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

XII. AMENDMENTS

The **general** membership shall have the power to make amendments and repeal the bylaws of the Association by a 2/3 majority of those present and voting at ~~any meeting of the membership~~ **the Annual Meeting** at which a quorum is present. The secretary shall ~~post~~ **submit** all proposed amendments to the **website** for membership **review** at least ten days in advance of a meeting, at which they will be considered. Amendments to the Bylaws adopted by the membership shall become effective **at the next Board Meeting of the Association** ~~immediately upon adoption~~ or as directed by the membership.

XIII. DISSOLUTION

In the case of dissolution, any and all assets (after payment of all debts and obligations) shall be donated equally to Thoreau Elementary School and Cherokee **Heights** Middle Schools.

ARTICLE XIV ~ Order of Business s

At meetings of the Association, the order of business, so far as the character and nature of the meeting may permit, shall be as follows:

- Roll Call
- Approval of Agenda
- Approval of Minutes of Last Meeting
- Report of President
- Report of Treasurer
- Reports of Committees
- Election of Officers and Board (at Annual Meeting)
- Unfinished Business
- New Business.
- Adjournment

Initially Approved September 21, 2016
Revised -----, 2019