

**BYLAWS of the
PATTERSON PARK NEIGHBORHOOD ASSOCIATION, Inc.**

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BYLAWS
Patterson Park Neighborhood Association, Inc.

ARTICLE I – MISSION, VISION, AND GUIDING PRINCIPLES

Section 1. Mission statement

The mission of the Patterson Park Neighborhood Association (PPNA) is to nurture diversity and empower residents to work together toward a healthy future for our neighborhood.

Section 2. Vision statement

The PPNA seeks to cultivate our neighborhood's unique character in order to promote equitable development, maintain diversity, improve environmental assets, and make Patterson Park a fun, sustainable, and fulfilling place to live, work, and grow.

Section 3. Guiding Principles

The guiding principles of the PPNA support its mission and are derived from expressed aspirations and priorities of residents.

The PPNA guiding principles are to:

- Increase community spirit and involvement;
- Advocate on behalf of all community members;
- Provide a forum for discussion and empowerment;
- Optimize the health and well-being of community residents;
- Build collaborative relationships with other organizations and institutions;
- Promote public safety;
- Encourage well-maintained homes, streets, and alleys;
- Foster commercial and residential investment;
- Preserve and enhance environmental assets;
- Strengthen organizational effectiveness.

ARTICLE II – FISCAL YEAR

The fiscal year shall begin on January 1st and end on December 31st or such other dates as may be required by law.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

Membership is open to those individuals who are property owners, business owners and/or renters who reside within the boundaries of the neighborhood.

The neighborhood is defined by the following boundary: beginning at the southeast corner of Patterson Park Avenue and Orleans Street, and running along the east side of Patterson Park Avenue to the north side of E. Baltimore Street; running along the north side of E. Baltimore Street to the east side of S. Linwood Avenue; running along the east side of S. Linwood Ave to the north side of E. Pratt Street; running along the north side of E. Pratt Street to the west side of S. Highland Avenue; running along the west side of S. Highland Avenue to the south side of E. Fayette Street; running along the south side of E. Fayette Street to the west side of S. Ellwood Avenue; running along the west side of S. Ellwood Avenue to the south side of Orleans Street; running along the south side of Orleans Street to the east side of N. Lakewood Avenue; running along the east side of N. Lakewood

Avenue to the south side of E. Fayette Street; running along the south side of E. Fayette Street to the west side of N. Milton Avenue; running along the west side of N. Milton Avenue to the south side of Orleans Street; and running along the south side of Orleans Street to the original point at the southeast corner of Patterson Park Avenue and Orleans Street.

Section 2. Donations/Contributions

Members are encouraged to 'donate what they can' to support PPNA's activities and mission. PPNA understands that in an economically diverse community, financial contribution should not be coupled with membership. Contributions are not required for membership or voting purposes.

Section 3. Rights & Benefits

Each Member in good standing shall be entitled to:

- One vote, subject to Article IX, Section 5, and provided that proxy votes are not allowed at any meeting of the Association;
- Participate in all activities undertaken by the PPNA;
- Nominate candidates to elected or appointed office;
- Be nominated to elected or appointed office;
- Submit agenda items for consideration at the General Meeting;
- Propose or request a Special Meeting (see Article IV, Section 3); and
- Attend any Board of Directors meeting, subject to Article III, Sections 1 and 3; and Article IX, Section 5.

ARTICLE IV – MEETINGS

Section 1. General Meeting

The General Meeting should be held on a monthly basis. The purpose of the General Meeting is to conduct general Association business and provide a forum for discussion of matters of general interest. Voting on matters of general interest can also take place at the General Meeting, subject to Article IX, Section 5.

Section 2. Annual Meeting

The Annual Meeting shall be held within the first three months of the calendar year. The purpose of the Annual Meeting is to conduct Officer elections. General Association business may also be conducted.

Section 3. Special Meetings

Special Meetings are the mechanism by which Members may convene the entire membership on short-notice in order to address matters of urgent concern.

Special Meetings may be proposed or requested in writing by any Member. A request for a Special Meeting shall state the purpose of the meeting and the matters proposed to be acted on at it.

The Secretary of the Board will give Members written notice of the Special Meeting not less than 14 days before the meeting. Notice shall state the time, place and purpose of the meeting.

Those Members present at any Special Meeting shall constitute a quorum for the

transaction of business.

Section 4. Quorum; Transaction of Business

Those Members present at any General or Annual Meeting shall constitute a quorum for the transaction of business.

Any business may be considered at a General or Annual Meeting without the purpose of the meeting having been specified in the notice.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Role

The business of the Association shall be managed under the direction of a Board of Directors.

Section 2. Board Composition

The individuals holding the following offices from time to time shall serve as Directors of the Association for the length of their terms as Officers: President, Vice President(s), Treasurer, and Secretary.

Section 3. Term

All Board Members shall hold their office until their successors are duly elected and qualified, unless that Board Member resigns or is removed.

Section 5. Board Leadership

By virtue of his or her office, the President of the Association shall function as Chairperson of the Board of Directors.

Section 7. Board Meetings

The Board meetings should be held on a monthly basis.

Section 8. Board Quorum & Decision Making

Fifty percent of Directors shall constitute a quorum for the transaction of business. A simple majority of the Board will determine the Board's decisions.

Section 9. Vacancies

A majority of the remaining Directors, whether or not sufficient to constitute a quorum, may fill any vacancy resulting from any cause.

Section 11. Removal

A Board Member may be removed from the Board for any reason by a majority vote of the entire Board of Directors.

ARTICLE VI – CONFLICT OF INTEREST

Board Members shall comply with the Association's Conflict of Interest policies.

ARTICLE VII – OFFICERS

Section 1. Definition

Officers are individuals duly elected by the General Membership (see Article IX). By virtue of their office, all Officers shall be members of the Board of Directors.

Section 2. Number

There shall be the following Officers: President, Vice President(s), Treasurer, and Secretary. There may be any such Assistant Treasurers and/or Assistant Secretaries as the Board may endorse (see Article VIII, Sections 3 and 4).

Section 3. Eligibility

Officers must be Members.

Members who are actively engaged in politics are not eligible to hold elected office in the Association. "Actively engaged in politics" shall be defined as any person currently holding, or campaigning for public office.

To avoid potential conflict of interest, members who hold elected office in other similar neighborhood organizations are not eligible to hold elected office in the PPNA.

ARTICLE VIII—OFFICER POSITION DESCRIPTIONS

Section 1. President

a. Role

Assumes general charge of the day-to-day administration of the Association.

b. Responsibilities

- Community
 - Serves a spokesperson for the PPNA and the Board of Directors in most matters relating to general Association business.
- Meetings
 - Presides at General, Special, and Board of Directors meetings.
 - Co-creates agendas for meetings
 - Leads orderly discussions by enforcing rules that offer every member a chance to speak for or against a motion.
- Committees
 - Is an ex-officio member of all committees
 - Facilitates appointments of all Committee Chairpersons, after nomination and endorsement by the Board of Directors.
- Board Affairs
 - Serves as Chairperson of the Board of Directors.
 - Cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors.

Section 2. Vice Presidents

a. Role

Represents the concerns and interests of residents within his or her sector of the neighborhood.

b. Number

There shall be five (5) Vice Presidents, each representing one of the five geographic sectors of the neighborhood: Vice President North, Vice President East, Vice President West, Vice President South, and Vice President Patterson Place.

c. Responsibilities

- Committees

- Serves as an ex-officio member of committees of their choosing
- Community
 - Serves as the point of contact for sector residents who have concerns regarding quality of life issues.
 - Serves as a liaison for elevating constituent concerns to the Board of Directors
- Board Affairs
 - Is a Member of the Board of Directors.
 - Cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors.

Section 3. Treasurer

a. Role

Manages financial affairs of the Association.

b. Responsibilities

- Community
 - Ensures that financial information is accessible.
 - Maintains up-to-date membership and attendance database.
- Meetings
 - Shall make a report at Board meeting as necessary
- Board Affairs
 - Is a Member of the Board of Directors.
 - May nominate an Assistant Treasurer to assist with relevant duties, however, this nominee must first be endorsed by the Board.
 - Ensures development of the PPNA annual budget.
 - Maintains accurate financial records.
 - Ensures proper recording of donated materials, membership pledges and other revenues.
 - Ensures deposits and expenditures for money, drafts, checks, invoices, and electronic payments in the name of and to the credit of the Association in banks and depositories designated by the Board.
 - Ensures disbursement of funds as ordered by the Board.
 - Upon request, provides the President and Board with an account of transactions and financial conditions of the Association.
 - Cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors.

Section 4. Secretary

a. Role

Manages information to support sound management and effective decision making by the Board of Directors and other Officers.

b. Responsibilities

- Community
 - Co-creates agendas for meetings
 - Records and issues minutes to the community from General Meetings in a timely and accessible manner.
 - Oversees communications through social media channels, newsletters, and

- website to ensure electronic distribution for relevant information
- **Board Affairs**
 - Is a Member of the Board of Directors.
 - May nominate an Assistant Secretary to assist with relevant duties, but this nominee must first be endorsed by the Board.
 - Maintains a permanent, accurate record of meeting minutes and proceedings.
 - During the absence or disability of the President, the Secretary shall exercise all the functions of the President.
 - Ensures that all correspondence is filed and accessible.
 - Cannot, without specific Board approval, borrow funds in the name of PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors.

ARTICLE IX – OFFICER ELECTIONS

Section 1. Overview of Procedures

Officers shall be elected by the Members, subject to Article IX, Section 5. The elections process includes four basic steps, namely: 1) Nomination of candidates; 2) Selection of candidates; 3) Presentation of Slate; and 4) Voting.

Section 2. Nomination of Candidates

The call for nominations opens at the start of the fourth quarter of the fiscal year. The call for nominations should be publicized through as many media as possible, including, but not limited to, the Association newsletter and website.

Any Member may submit nominations. Nominations may be submitted in writing, electronically and/or verbally, at any time from the date on which the call for nominations opens, up to and including the day of the Annual Meeting. Nominations may be accepted from the floor on the day of the Annual Meeting.

Section 3. Selection of Candidates

The slate of candidates will be selected based on submitted nominations. In order to give Members a choice when electing their Officers for the coming year, there should be a plural slate for each position.

The first step in the selection process is to evaluate the eligibility of each nominee (see Article VII, Section 3).

The second step in this process is to evaluate the qualifications of the nominees for the particular office (see Board Policies).

The final step in this process is to establish the willingness of the nominee to stand for election. Nominees who are found to meet basic eligibility and qualification criteria, and who have also affirmed their willingness to stand for election, will be considered selected to the slate.

Section 4. Presentation of Slate

The Board will confirm the slate of candidates before the end of the fiscal year. The slate will include each nominee's name and the position for which the nominee wishes to be

considered.

Section 5. Voting

Voting shall take place during the Annual Meeting (Article IV, Section 2). Members who are in good standing with the Association are entitled to vote for election of Officers.

Ballots displaying the name of, and the office sought by, each candidate shall be provided. Members entitled to vote shall indicate their selection directly on the ballot. In the event that there is a nomination from the floor on Election Day, then space will be provided on the ballot so that that candidate's name may be included. Each Member may only vote for one candidate for each position.

Ballots shall be cast at the Annual Meeting, in-person or electronically. The Board may decide an appropriate window of time for accepting ballots.

The candidate who has received the majority of the votes cast shall be declared elected to the position.

ARTICLE X- COMMITTEES

Section 1. Purpose

Committees shall carry out activities that further the mission and goals of the Association.

Section 2. Establishment

The Board of Directors shall establish such Committees as it deems necessary and advisable. The Board has the authority to disband a committee if deemed necessary by a majority vote of the board.

New committees are subject to Board approval.

Section 3. Types

The Board of Directors may establish the following types of Committees: 1) Standing Committees; 2) Special/Ad Hoc Committees; and 3) Project Committees.

Standing Committees are permanent bodies that make recommendations to the Board regarding long-term strategic, legal, fiduciary, and/or organizational importance.

Special/Ad Hoc Committees are short-term bodies that are activated intermittently in order to address a specific objective, or to carry out defined activities, for a brief time period.

Project Committees exist to fulfill a specific objective, by carrying out defined activities for a medium or long-term period.

Section 4. Powers

All Committees act at the discretion of the Board.

Committees may make recommendations to the Board and correspond on behalf of the Committee itself; however, Committees may not correspond on behalf of the Board.

Committee fundraising activities must be pre-approved by and reported to the Board. Funds

raised become part of the operating funds of the PPNA and are held in the PPNA account. No committee will have its own bank account, nor raise or expend funds without approval of the Board.

Committees shall submit budgets to the Board for approval and inclusion in the annual budget. Committees may request funds from the Board of Directors for specific projects throughout the year.

ARTICLE XI—COMMITTEE CHAIRPERSONS

Section 1. Definition

Committee Chairpersons ensure efficient functioning of the Committee. By virtue of the office, Standing Committee Chairpersons, Special/Ad Hoc Committee Chairpersons, and Project Committee Chairpersons may participate in an advisory group that presents recommendations to the Board on a regular basis.

Section 2. Number

There shall be at least one Committee Chairperson for each Committee.

Section 3. Term

Committee Chairpersons shall serve as long as they are serving the needs of the Committee and the Association. Appointment or removal of a Committee Chairperson is subject to Board approval.

Section 4. Nomination & Endorsement

Any Member may nominate Committee Chairperson candidates for any Committee at any time. Nominees shall be endorsed by a majority of the full Board.

Section 5. Responsibilities

Committee Chairs hold the following responsibilities:

- Report to Board on a monthly basis coinciding with regular Board meetings;
- Continually work towards accomplishing the Committee goals;
- Encourage active participation of Committee Members;
- Delegate tasks fairly and equitably;
- Expend and commit funds only as authorized by the Board;
- Neither Committee Chairperson(s) nor Committee Members may speak on behalf of the PPNA without prior Board approval;
- Monitor committee financial activities subject to Board approval and with the support of the Treasurer
- Cannot, without specific Board approval, raise, spend or borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors;

ARTICLE XVI – Indemnification

The Association shall indemnify its Directors and Officers to the full extent permitted by law, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this document.

In addition to indemnification of Directors & Officers as provided in the Association's Articles of Incorporation, the Association shall indemnify Committee Chairpersons and Members to

the same extent; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XVII – Amendment of Bylaws

Bylaws of the Association may be amended by the Board of Directors. Input from Members may be solicited and incorporated, as appropriate. Copies of revised bylaws will be made available at the subsequent General Meetings, and upon request.