

# Bylaws of the Centennial Neighborhood Association

The Name of the Association shall be the Centennial Neighborhood Association (Association)

**Purpose:** The Centennial Neighborhood Association will encourage unity and cohesiveness within the neighborhood through regular communication, Board meetings and social events. The intent of the Association is to maintain and protect the unique quality of the neighborhood, to identify and inform the membership of any development or initiative which has the potential to impact the neighborhood, to represent the interests of residents and to testify to respective jurisdictions on development proposals and other matters affecting the neighborhood, and to promote consideration, respect and thoughtfulness amongst neighborhood residents.

## Article 1: General Guidelines

- Section A: Authority. All people who choose to be a member of the Association are subject to the Authority set forth in the Bylaws of the Association.
- Section B: Boundary. The boundary is as depicted on the attached map (Attachment A.) Boundaries are Cloverdale Road on the east, Chinden Boulevard on the north, Boise City Area of Impact on the west and Fairview Avenue on the south.
- Section C: Representation. No member of the Neighborhood Association or Board of Directors may represent to any public agency, the media, or other person or entity whatsoever that they represent the Association's views or desires unless their statements have been authorized by majority vote of the Board of Directors (Board) and that action has been documented accordingly.
  - The Association shall be represented by the Board which shall be vested to represent the consensus of the members, and if consensus cannot be reached, then no representation should be made in the name of the Association or on behalf of its members.
  - Any public representation should be implemented by action of a majority vote of the Board. The Board may then present the position of the Association to elected policy makers, appointed policy boards and other pertinent entities. A summary of dissenting views shall be provided along with any recommendation made by the Association to the City or other agency.
- Section D: Indemnity
  - This association will indemnify to the fullest extent not prohibited by laws any person who is made, or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director, officer, volunteer, or agent of the association.

## **Article 2: Membership, Voting, Dues**

- **Section A: Membership Eligibility.** Membership is open to residents, property owners, business owners, and representatives of nonprofit organizations located within the Association boundaries. In no event shall any person be eligible for more than one membership. Membership may be terminated by resignation and shall terminate at once for anyone who ceases to reside, own property or conduct business within the boundaries of the Association.
- **Section B: Dues.** Dues are not required for membership or voting in the Association. Voluntary contributions, or other non-mandatory sources as authorized by the Board of Directors, may be used as an income source for the Association. Any income realized by the association will be used to pursue the purposes of the Association. No board member will receive an income from service on or activities authorized by the board.
- **Section C: Voting.** In order to be eligible to vote, a resident must sign their name and address on the Official Membership List. The Official Membership List shall be available at all meetings. Each member is entitled to one vote. There shall be no voting by proxy. Except as otherwise noted, a simple majority vote is needed to adopt any action presented to the general membership

## **Article 3: Meetings**

- **Section A: Participation.** All meetings are open to any person residing or employed or owning property within the boundaries of the association.
- **Section B: Consent:** Any member who fails to attend any properly advertised meeting shall be deemed to have consented to whatever action transpired at that meeting, unless their specific objection has been submitted in writing to the Grievance Committee within seven (7) calendar days of the meeting.
  - It is the responsibility of the absent member to obtain information from the Secretary or Board of Directors regarding decisions or actions that occurred at the meeting.
- **Section C: Location.** All meetings, regardless of type, should be held at a suitable location within the boundaries of the Association, or as close thereto as reasonably possible. Meeting in public places such as libraries and schools is preferred.
- **Section D: Agenda.** The President of the Association shall prepare the agenda, and provide it to the Secretary to be attached to the meeting notice.
  - Any member of the Association may add any discussion item to the agenda by submitting the item, in writing, to any member of the Board of Directors at least twenty-four hours (24) in advance of the meeting.
- **Section E: Notice.** Notice of time, place, and agenda of each general membership annual meeting shall be provided to each member of the Association at least seven (7) days prior to the meeting.
  - Meeting notification should be provided by at least two of the following: Email, website postings, social media listings and events, newspaper or general circular advertisements, or by US mail. The Board shall strive for consistency in the types of meeting notifications utilized, to assist members in recognizing where the notices will be posted,

- i.e. email, Facebook and Centennial Neighborhood Association website, might be identified as the standard notification methods.
  - Notice regarding Board meeting dates and times shall be announced at the Annual Meeting.
  - ⊖ Agendas for each Board meeting shall be posted by electronic and social media no less than 72 hours in advance of the meetings.
- Section F: Meeting Types.
  - Annual Meeting: The Association must hold at least one general membership meeting per year. The meeting shall occur: the third Thursday of October. Business to be covered at the Annual Meeting shall include election of Board of Directors, a report on activities of the previous year, the annual Treasurer's report and planned activities for the coming year. The following actions may also occur at the meeting: discussion of items added to the agenda by Association members, proposed amendments to the Articles and Bylaws, approval of projects to be submitted for the City's annual Neighborhood Investment Program (NIP) if the funding request is over \$10,000, and any actions listed under "Special Meeting".
    - A quorum shall be in effect when at least twenty-five (25) members including the President or his/her designee are present.
    - If a quorum is not present, the meeting can be temporarily adjourned and reconvened with a substitute quorum of 10 members including the President or his/her designee or informal action may be taken but must state the lack of a regular quorum unless the action is ratified at a subsequent meeting at which quorum is present.
  - Special Meeting: Meetings of the general membership may be held at the request of the Association President, by the Vice President, by any Board member, or upon the request of at least ten members of the Association membership, as necessary to further the purpose of the Association. Actions which may occur include: amending the Association's Articles and Bylaws, voting to remove an officer or Board Director, electing a Board of Directors if there was a lack of quorum at the Annual meeting, discussing items placed on the agenda by a member, creating a Sub-District, or approving priorities for applications to the Neighborhood Investment Program.
    - Special Board Meeting notices shall be made to the entire Board of Directors by email and to the general membership by at least two methods of social media no less than 72 hours prior to the meeting.
    - Association members must be notified of any proposed changes or amendments to the Articles and Bylaws at least seven (7) calendar days before the meeting at which they would be considered. Notification shall be provided in accord with notification required for the annual meeting.
  - Board Meetings: The Board of Directors shall meet quarterly, or more frequently as needed on the third Thursday of the month, other than December. The Board of Directors shall select and publicize the annual meeting date, conduct the regular business of the association, authorize funding sources for the association, fill a vacancy during an officer's term, discuss items requested to be placed on the agenda by a member, and approve application/s for the City's Neighborhood Investment Program;

applications for NIP projects which are over \$10,000 must be approved by a vote of the general membership prior to Board approval.

- A quorum shall be in effect when at least fifty percent of the Board of Directors, including the President or his/her designee, are present.
  - If a quorum is not present, informal action may be taken but must state the lack of a quorum unless the action is ratified at a subsequent meeting at which quorum is present
- Section G: General Meeting Guidelines
    - Open Meeting Law: All meetings must follow Idaho open meeting laws that govern meetings of elected boards and officials put out by the Secretary of State's office.

#### **Article 4: Board of Directors and Officers**

- Section A: Board of Directors. The Board of Directors shall consist of at least three, but no more than eight, members. The Board of Directors and Officers must at all times be members of the Association, follow all Articles and Bylaws, and shall be nominated and elected by Association members. The Board of Directors shall manage the affairs of the Association between General Meetings. The Board shall be accountable to the general membership and shall in a public meeting, including a regular Board meeting, seek the views of those affected by any proposed policies or Association positions, before adopting any recommendations on behalf of the association.  
Section B: Terms of Office: Members of the Board of Directors shall serve for a term of two years that is renewable upon election.
- Section C: Term Limits: No Board member may serve more than three (3) consecutive terms.
- Section D: Officers. The Board, elected or appointed officers of the Association, shall be President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be one individual. Officers, communicating on behalf of the Association, may do so only in accordance with Article 1, Section C.
  - President: The President shall prepare and post meeting agendas on at least two forms of electronic or social media at least 72 hours in advance of the meeting, facilitate meetings, and be the primary representative of the Association at public association or local government meetings.
  - Vice President: In the absence of the President or in the event of his/ her inability or refusal to act, the Vice-President shall perform the duties of the President. When acting on the President's behalf, the Vice President will retain all powers and restrictions applied to the President. He or she shall perform all other duties usually pertaining to the office of Vice-President.
  - Secretary: The Secretary shall keep and publish minutes of meetings, see that all notices are provided in according with the provisions outlined in these Bylaws, maintain Association records, maintain the membership and contact information list for the Association, and perform all duties usually pertaining to the office of Secretary. Meeting minutes will be posted within seven (7) days of each meeting on at least two forms of social media.
  - Treasurer: The Treasurer shall have responsibility for all Association funds, deposit them in an account in the Association's name, make a complete financial statement at the

Annual meeting, and, with the other officers, review the books annually. He or she shall perform all other duties usually pertaining to the office of Treasurer. The association shall open a bank account in the name of the association. Two signatures are required on checks from the association's checkbook.

- Section E: Election of the Board of Directors. The Board of Directors shall be elected by Association members at the Annual meeting. Any member is eligible to run and may be nominated by any other member or by him or herself.
- Section F: The Board of Directors shall elect Officers within one week of the date of the annual meeting. Officers will serve one-year terms, beginning immediately after their election. Duties of Officers are provided in these Bylaws; additional duties may be assigned by the Board of Directors.
- Section G: Removal of a member of the Board of Directors. Removal of a member of the Board of Directors may occur at the Regular or Special Meeting called, and properly noticed, for that purpose. A two-thirds affirmative vote of the general membership in attendance at the meeting is required for the removal of a member of the Board of Directors.
- Section H: Removal of an Officer. Removal of an officer may occur at a Regular or Special Meeting called, and properly noticed, for that purpose. A two-thirds affirmative vote of the Board of Directors is required.
  - A member of the Board of Directors who has more than three (3) un-excused absences for consecutive meetings shall be automatically removed from the Board of Directors. A Board Member who falsely represents the Association, as described in Article 1, Section C, shall be automatically removed from the Board.
- Section I: Vacancies. A vacancy in any office because of resignation, removal, or otherwise, may be filled by appointment by the Board of Directors for the remainder of the term. A quorum of the Board of Directors is required for approval of the appointment of a new member of the Board of Directors.
- Section J: Term Limits. No officer of the Board may serve more than three (3) consecutive terms in an officer position.
- Section K: Conflict of Interest Procedures.
  - If a board member may have a direct or indirect conflict of interest, her or she must disclose all the relevant facts to the board.
  - A board member with a potential direct or indirect conflict of interest must abstain from voting regarding the transaction.
  - A transaction in which a board member may have a direct or indirect conflict of interest may be approved by a vote of the Board, if in advance of the vote by the Board, all material facts of the transaction and the Director's interest are disclosed to the Board.
  - An action will be considered ratified if it receives the affirmative vote of the majority of the board members who have no direct or indirect interest in the transaction.
  - A transaction may not be authorized by single board member. If a majority of the board members who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of a board member with a direct or indirect interest in the transaction, does not affect the validity of action.

- Failure to disclose all potential conflicts, direct or indirect, or abstain from voting is grounds for removal.

#### **Article 5: Committees**

- **Section A: Organization.** A committee may be established by the Board or considered by the Board following a request of any five members of the Association. Members of a committee shall work together to further the purposes of the committee and may be comprised of any member who desires to participate and is approved by the Board. Committees shall make recommendations to the Board of Directors.
- **Section B: Standing Committees.** The Association must have a Grievance Committee. Additional standing committees may be added as needed to further the purposes of the Association.
  - **Grievance Committee:** This committee shall receive complaints and shall act in accord with the procedures outline in Article 6. Section A and Section B.
- **Section C: Potential Committees.** Other committees that may be established include, but are not limited to:
  - **Public Agency Committee:** whose purpose is to monitor meetings, agendas and actions of public agencies and commissions, including but not limited to the Ada County Highway District, City of Boise and COMPASS. It shall also be the purpose of this committee to participate in ongoing dialogues with developers and the City regarding development projects and to convey the content and outcome of those discussions to the Board.
  - **Neighborhood Investment Committee:** whose purpose, in part, is to apply for project funding through the City's Neighborhood Investment Program. This committee's purpose is not limited to seeking funding from the City's neighborhood program but to seek investment from the neighborhood itself, and other organizations. Aspects of this committee's responsibility include identifying eligible projects, establish a project prioritization procedure, and ensure that the Association's project manager for each project is clearly identified. Given the financial implications of this committee, this committee shall always include the Treasurer as a member. The committee shall work with the Board to publicize and notice the meeting of the general membership required to vote on proposed project applications with a total budget over \$10,000.
  - **Community Building Committee:** whose purpose is to bring the people of the community together in fun, informal ways so that the people of the neighborhood may get to know each other. It is these informal meetings and activities that often form the foundation of the strongest Associations. The difference between the Neighborhood Investment Committee and the Community Building Committee Investment Committee is project and funding oriented, and the Community Building Committee is activity oriented.
  - **Neighborhood Planning Committee:** whose purpose is to conduct neighborhood planning in the manner described in the official "Neighborhood Planning Guide" of Boise City. The committee must have a minimum of three (3) members, at least one of whom is also a Board member. The majority of planning committee members must live within the boundary of the neighborhood association, and represent the varied interests within the community. The City of Boise will provide the necessary data for the planning effort.

**Article 6: Grievance Procedures**

- Section A: Eligibility. Any member of the Association adversely affected by an action of the Board of Directors may submit a written complaint to any member of the Grievance Committee. The complaint must be submitted within seven (7) calendars days of the meeting where such action took place.
- Section B: Resolution. Within seven (7) calendar days of the receipt of the complaint, the Grievance Committee shall arrange a time to meet with the complainant to review the complaint. Within seven (7) calendar days of that meeting, the committee with provide a recommended resolution and/or action regarding the grievance to the complainant and each member of the Board of Directors. The Board of Directors shall hold a special meeting within seven (7) calendar days of receiving the recommendation from the Grievance Committee to determine whether or not the recommendation is acceptable to the Board of Directors or complainant.
  - o If the Board is unable to resolve the grievance, then final resolution of the complaint shall be by vote of the members at a Special Meeting called by the Board.

**Article 7: Nondiscrimination**

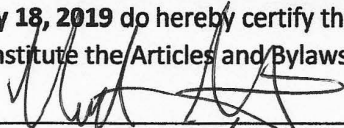
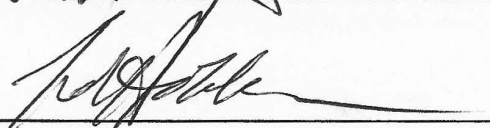
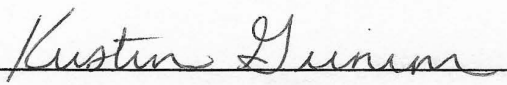
The Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

**Article 8: Amendments**

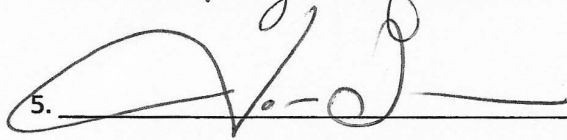
- Section A: Amendments. These Articles and Bylaws, and any attachments, may be altered, amended, rescinded, or replaced with new Bylaws. In order to make any changes, an affirmative vote by two-thirds of the members present at the meeting is required.
  - o Changes to the Bylaws or Articles must receive approval from the City of Boise before presentation to the general membership for a vote. Amendments go into effect immediately following their adoption. Modifications to the Articles of Incorporation must be filed with the office of the Idaho Secretary of State and the City of Boise. Modifications to the Bylaws must be filed with the City of Boise.

**Article 9: Adoption of Articles of Association and Bylaws**

The undersigned, being a majority of the members present at the meeting of the Association held on **July 18, 2019** do hereby certify that the within and foregoing Articles of Association and Bylaws constitute the Articles and Bylaws of the Centennial Neighborhood Association:

1.  \_\_\_\_\_ MATT GRIMM
2.  \_\_\_\_\_ TRENTON HOLDERNESS
3.  \_\_\_\_\_ Kristin Grimm

4. Gay Dault Gary Dault

5.  JOE VOGUE

6. \_\_\_\_\_

7. \_\_\_\_\_

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16. \_\_\_\_\_



**ATTACHMENT A. Depiction of the Boundary of the Centennial Neighborhood Association**