

**BYLAWS  
OF  
THE OAKLAND DRIVE-WINCHELL NEIGHBORHOOD ASSOCIATION**



**Article I - Name**

The name of this organization will be the Oakland Drive-Winchell Neighborhood Association. In these bylaws and other official documents, it may be referred to as the “Association” or “ODWNA.”

**Article II - Object**

The object of this Association is to:

- A) Preserve and enhance the neighborhood living concept within the boundaries of the Oakland Drive-Winchell Avenue Neighborhood including through the creation, updating, advocacy, and implementation of the Oakland Drive-Winchell Neighborhood (“Neighborhood” or “ODWN”) Neighborhood Plan, an official part of the City of Kalamazoo’s Master Plan;
- B) Protect the natural beauty of the Association area, including but not limited to: (1) Arcadia Creek, (2) Asylum Lake Preserve, (3) Kleinstuck Preserve, (4) all city-owned parks within the neighborhood, and (5) Woods Lake;
- C) Encourage the beautification, physical well-being, and neighborhood spirit of the ODWN area as defined in Article III;
- D) Constructively assist the appropriate governmental organizations in the City and County of Kalamazoo;
- E) Provide a forum for open and frank discussion of differing points of view on neighborhood development; and
- F) Provide for communication on matters of neighborhood interest to area residents.

**Article III – Geographic Area of the Neighborhood**

The Neighborhood will be defined as the area described with the following boundaries:

- A) The north boundary is the centerline of Stadium Drive and Howard Street.
- B) The south boundary is the centerline of Parkview Avenue.
- C) The west boundary is the centerline of Drake Road.
- D) The east boundary is irregular but includes the properties adjoining the east side of Stearns Avenue, the majority of Kleinstuck Preserve, a portion of Chevy Chase Boulevard located north of the approximate west quarter of Pike’s Pond, the approximate west quarter of Pike’s Pond, and the area located west of a line drawn between the west quarter of Pike’s Pond and the intersection of Whites Road and Parkview Avenue.

**Article IV – Membership.**

**Section 1. Statement of Nondiscrimination**

In all its relationships, this Association prohibits any discrimination based on race, creed, gender, marital status, national origin, height, weight, religion, physical disability, gender identity, or sexual orientation as protected by law.

**Section 2. Members.**

Any person will be eligible for membership who is interested in the object of the ODWNA and meets the requirements for membership.

- A) **REGULAR Members.** Regular members will be those age 18 or above and residing within the boundaries of the Neighborhood as described in Article III. Regular Members are welcome to contribute their voice and participation to the Association but have no voting privileges.

B) **VOTING Members.** Voting Members will be any Regular Member who is current in their dues. A Voting Member must be current in their dues at least ninety (90) days prior to any election or vote.

C) **ASSOCIATE Members.** Associate Members will be other persons contributing to the support of the purposes of the Association. Associate Members are welcome to contribute their voice and participation to the Association but will have no voting privileges.

D) **BUSINESS Members.** Business Members will be any business entity located within the boundaries of the Neighborhood. Business Members are welcome to contribute their voice and participation to the Association but will have no voting privileges.

### **Section 3. Dues**

A) The Board of Directors will establish the initial and annual dues for all memberships in the Association. The billing and collection of dues will be in a manner prescribed by the Board of Directors.

B) Any dues changes will take effect for Members when their current membership expires.

C) Dues will be due and payable and will be applicable during the Association's fiscal year.

### **Section 4. Fiscal Year**

The fiscal year of the Association will be from October 1 through September 30.

## **Article V – Officers**

### **Section 1. Officers**

The Officers of the Association will be a President, Vice President, Secretary, Treasurer, and Past President. These officers will perform the duties prescribed by these bylaws and by the parliamentary authority.

### **Section 2. President**

The duties of the President are to preside at all meetings and to perform all duties pertaining to the office of President.

### **Section 3. Vice President**

In the absence of the President or during the President's disability, the Vice President will perform all duties of the President. The Vice President will have the power to perform duties that may be assigned by the President or the Board of Directors.

### **Section 4. Secretary**

The Secretary must (a) keep minutes of all Board of Directors and Association meetings; (b) be the custodian of Association records; (c) keep a register of the names and addresses (mailing and e-mail) of each Voting Member, Officer, and Director; and (d) perform all duties incident to the office and other duties assigned by the President or the Board of Directors.

### **Section 5. Treasurer**

The Treasurer will work with the Secretary to furnish a roster of Voting Members to the Board of Directors. This person will make at least an annual report of the assets, receipts, and expenses of the Association, which are subject to periodic review by the Board of Directors. The Treasurer will (a) have charge and custody over Association funds and securities; (b) keep accurate books and records of receipts and disbursements; (c) deposit all money and securities received at such depositories in the Association's name that may be designated by the Board of Directors; (d) complete all required regulatory filings; (e) perform all duties incident to the office and other duties assigned by the President or the Board of Directors; and (f) create a budget, to be approved by the Board of Directors each fiscal year.

## **Section 6. Past President.**

The Past President, if not a current Director, may serve as an advisor to the President and may take on such tasks as the President directs. If not a current Director, the Past President will have a voice but will not have a vote during Board of Directors meetings and Committee meetings (unless the Past President is an appointed member of said Committee).

## **Section 7. Appointment of Officers.**

The Board of Directors will appoint all Officers, except Past President. Only members of the Board of Directors are eligible to be Officers of the Association.

## **Section 8. Term of Office.**

The term of office for all Officers of the Association, except for the Past President, will be one (1) year or until their successor is appointed. Terms may be renewed, if appointed, for so long as the Officer remains eligible. An Officer appointed by the Board of Directors may be removed from office by a majority vote of the entire Board of Directors. The Past President may serve, at the approval of the Board of Directors, up to a two (2) year term following the end of their term as President.

## **Article VI – Meetings**

### **Section 1. Regular Meetings.**

The Association will have a minimum of two (2) Regular Meetings per fiscal year. The Board of Directors will set the date, time, and location of the meetings.

### **Section 2. Annual Meeting.**

One of the Regular Meetings will be designated by the Board of Directors as the Annual Meeting.

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

Special Meetings of the Association may be called by the President or by a majority vote of the Board of Directors. The purpose of the Special Meeting will be stated in the call, which will be sent to all members at least one week before the Special Meeting.

### **Section 4. Quorum.**

Attendance in person or by proxy at the Annual Meeting or any Special Meeting of at least 33% of the Voting Members shall constitute a quorum.

## **Article VII – Board of Directors**

### **Section 1. Composition**

- A) To be eligible to serve on the Board of Directors a candidate must be a Voting Member for at least the fiscal year of the election and must have demonstrated regular and positive participation in working with the ODWNA in the year prior to the election.
- B) The Board of Directors will consist of at least three (3) people, and no more than nine (9), elected by the Voting Members of the Association.
- C) The Board of Directors will be responsible for setting policy for the Association and aiding the Executive Committee.
- D) Board of Directors meetings may be called by the President or at least two (2) Directors.

### **Section 2. Quorum**

A quorum for a Board of Directors or Committee meeting will consist of a majority of its members.

### **Section 3. Term of Office**

- (A) The members of the Board of Directors will be elected for a three (3) year term, which may be renewed if they are so elected.
- (B) The terms of the office for Directors shall be staggered so that three (3) positions are eligible for election each year.

[Proviso: At the first Board of Directors meeting following the adoption of this bylaw, unless otherwise agreed by the full Board of Directors there shall be a drawing to determine the initial terms of the Directors. One-third (1/3) of the directors shall have an initial term of one (1) year, one-third (1/3) shall have an initial term of two (2) years, and one-third (1/3) shall have an initial term of three (3) years. If the number of directors cannot be divided evenly into thirds, the Board shall be divided as evenly as possible.

### **Section 4. Director Removal**

A Director may be removed from the Board of Directors by a two-thirds (2/3) vote of the entire Board of Directors.

### **Section 5. Vacancies**

The President may appoint members to fill all vacancies on the Board of Directors with the approval of the Board of Directors. Vacancies shall be appointed to serve out the remainder of the unexpired term for that position.

## **Article VIII – Executive Committee**

### **Section 1. Composition**

The Executive Committee consists of the Officers and the Past President of the Association.

### **Section 2. Committee Powers and Duties**

The Executive Committee will have general supervision of the affairs of the Association between meetings of the Board of Directors, fix the hour and place of meetings, make recommendations to the Board of Directors and to the Association, and perform such duties as are specified in these bylaws.

## **Article IX – Committees**

### **Section 1. Purpose**

The purpose of all Committees is to make recommendations to the Board of Directors for the Board of Directors to consider before voting on final decisions. No Committee's findings are binding on the Board of Directors and are only recommendations.

### **Section 2. Appointment of Members**

The President will appoint, subject to the approval of the Board of Directors, a Board member to be Chairperson of each of the Standing Committees. The members of the Standing Committees must be Voting Members of the Association, and the size and membership of such a committee will be determined and appointed by the President in consultation with the Board of Directors. Each member of the Board of Directors is required to be a Chairperson or serve on at least one (1) Standing or Ad Hoc Committee during their term of office. This bylaw may be suspended by a 2/3 vote of the Board of Directors.

### **Section 3. Nominating Committee**

The Nominating Committee is tasked with recruiting and recommending qualified individuals to stand for election to the Board of Directors. The Committee may consider any qualified individual who comes to their attention by any means. The Board of Directors may consider those recommended by the Committee in addition to anyone else. Only people qualified to be members of the Board of Directors may be considered. If a candidate accepts their nomination and is approved by the Board of Directors by a majority vote at a Board of Directors meeting, the individuals considered will be included on the election ballot.

#### **Section 4. Communications Committee**

The Communications Committee will, in a timely manner, communicate relevant City and Neighborhood information to the Association membership using the tools at its disposal.

#### **Section 5. Membership Committee**

The Membership Committee will develop membership recruitment and retention programs and will maintain the membership records. The Treasurer will be a member of the Membership Committee.

#### **Section 6. Election Committee**

A) The Election Committee is tasked with distributing ballots and collecting, counting, and verifying votes for each election and/or vote. At least two weeks before a voting deadline the Committee will distribute the election ballot to all Voting Members. To be counted, a vote must be cast by the deadline established by the Board of Directors.

B) Voting may be by electronic or other means whereby the votes are reasonably secure, only Voting Members vote, and no Voting Member votes more than allowed.

C) The candidates who receive the most votes of returned ballots for the number of open positions are elected to the Board of Directors and assume their office on the day after the votes are tallied. In the event of a tie, a coin toss conducted by the Chairperson of the Election Committee will determine the winner.

[Proviso: Current Officers at the time these bylaws are adopted will remain in their current offices until the new Board of Directors appoints their successors.]

D) Each Voting Member will be entitled to one (1) vote.

#### **Section 7. Other Committees**

Such other special committees may be established by the Board of Directors as it will from time to time deem necessary to carry on its work. Special committee members will be appointed by the President unless this rule is suspended by a two-thirds vote of the Board of Directors before the special committee's members are appointed. A member of the Board of Directors must be appointed to serve on any special committee and the size, Chairperson, and membership of such special committee will be determined and appointed by the President in consultation with the Board of Directors.

#### **Section 8. President's Ex-Officio Committee Membership**

The President will be an ex-officio member of all committees except the Nominating Committee and any disciplinary committees.

### **Article X – Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised will govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association or the Board of Directors may adopt.

### **Article XI – Amendments**

#### **Section 1. Approving Bylaws Amendments**

Proposed amendments shall be approved by a two-thirds (2/3) vote of the Board of Directors before being sent to the Voting Members for approval.

#### **Section 2. Distributing Amendments for Vote**

Proposed amendments must be presented by written or electronic notification to the Voting Membership at least two (2) weeks prior to the vote.

### **Section 3. Vote Threshold for Approval by Voting Members**

To become valid, proposed amendments must be approved by a two-thirds (2/3) vote of returned ballots of Voting Members. Amendments to these bylaws shall go into effect the day after votes are tallied.

### **Section 4. Bylaws Revisions**

A revision of bylaws may occur when proposed changes to the bylaws are so extensive and pervasive that they should be effected through the substitution of an entirely new document. These bylaws may be revised only upon authorization of the Board of Directors by a two-thirds (2/3) vote. A special committee shall then be appointed to prepare and present an authorized revision to the Board. If approved by two-thirds (2/3) of the Board, the proposed revision must then be presented by written or electronic notification to the Voting Membership at least two (2) weeks prior to the vote on the revision in its entirety. If approved by the Voting Membership, the revised bylaws will go into effect the day after votes are tallied.

### **Article XII – Liability of Directors**

No member of the Board of Directors of the Association who is a volunteer Director, as that term is defined in the Michigan Nonprofit Corporation Act (the “Act”), or a volunteer Officer, will be personally liable to this Association or its members for money damages for any action taken or any failure to take action as a Director or volunteer Officer, except liability for the following:

1. The amount of financial benefit received by a Director or volunteer Officer to which they are not entitled.
2. Intentional infliction of harm on the Association or its shareholders or members.
3. A violation of Section 551 of the Act.
4. An intentional criminal act.
5. A liability imposed under section 497(a) of the Act.

If the Act is amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit Associations, the liability of members of the Board of Directors or Officers, in addition to that described in Article XII, will be eliminated, or limited to the fullest extent permitted by the Act as so amended. No amendment or repeal of Article XII will apply to or have any effect on the liability or alleged liability of any member of the Board of Directors or Officer of this Association for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

### **Article XIII – Liability of Volunteers**

The Association assumes the liability for all acts or omissions of a volunteer if all the following conditions are met:

1. The volunteer was acting, or reasonably believed they were acting, within the scope of their authority.
2. The volunteer was acting in good faith.
3. The volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer’s conduct was not an intentional tort.
5. The volunteer’s conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of the Insurance Code of 1956, 1956 PA 218, MCL 500.3135.

### **Article XIV – Dissolution**

On dissolution of the Association, after paying or providing for the payment of all its liabilities, the Association’s assets will be distributed to one or more Neighborhood Associations in the City of Kalamazoo, Michigan, with preference given to those neighborhoods geographically closest to the Neighborhood. Any assets not disposed of will be disposed of by the Circuit Court of Kalamazoo County, exclusively for such purposes or to such organization or organizations that the court will determine and that are organized and operated exclusively for such purposes.