

# **Council of Neighborhood Associations, Inc.**

## **A Foundation for Neighborhood Organizations in Monroe County Bylaws**

### **ARTICLE I: NAME**

This organization, incorporated under the Indiana General Not for Profit Corporation Act of 1971, shall be known as Council Of Neighborhood Associations, Inc.; herein after referred to as CONA.

### **ARTICLE II: PRINCIPAL OFFICE**

The principal office of the corporation shall be located in Bloomington, Monroe County, Indiana.

### **ARTICLE III: MISSION**

Neighborhood associations working together to create healthy, secure neighborhoods, provide organizational support, and serve as a unified, advocating voice for neighborhood concerns. CONA envisions a government that respects the non-fiscal attributes of our community, which include our natural resources, green space, trees and other elements of the physical environment that enhance our overall quality of life.

### **ARTICLE IV: CONA'S GOALS**

- Foster a sense of community in city and county neighborhoods
- Promote neighborhood preservation and advocate for appropriate land use
- Support and empower neighborhoods for effective community action
- Maintain and improve the quality of life in neighborhoods
- Encourage the formation of neighborhood associations in our community
- Enhance communication and cooperation between neighborhood organizations
- Provide a forum where neighborhood organizations can discuss specific concerns
- Create position papers on issues of neighborhood importance

### **ARTICLE V: MEMBERSHIP of CONA**

#### Section 1

Any neighborhood organization registered with the City of Bloomington or County Government has automatic membership in CONA. Any other neighborhood organization can request membership in CONA and be granted membership by a 2/3<sup>rd</sup> vote of the Membership. Said application shall include:

- A statement of interest from the neighborhood organization.
- A description of the neighborhood boundaries

#### Section 2

CONA meetings are open to all members of city of Bloomington Neighborhood Associations, and to the general public. Only one vote per neighborhood association will be counted when controversial issues are voted on, so it is recommended that Neighborhood Associations submit the name of their voting member to CONA.

#### Section 3

Each member Neighborhood Association shall have the right to cast one vote each on:

- All questions relative to the amendment of the Bylaws
- All elections of officers as are hereinafter provided for,
- All other matters or questions that may be submitted to the Board from time to time. Each Member, subject to the qualifications as are hereinafter provided, shall be eligible to be nominated to the Executive Board.

#### Section 4

CONA may, by a two-thirds vote of the Membership, revoke the membership of a CONA Member.

### **ARTICLE VI: CONA MEMBERSHIP MEETINGS**

#### Section 1

Meetings shall be held monthly, or at the request of the Executive Committee.

#### Section 2

For business purposes at any monthly membership meeting, a quorum shall consist of six voting Members, which number shall include at least one Executive Committee member.

### **ARTICLE VII: EXECUTIVE COMMITTEE**

#### Section 1

An Executive Committee shall consist of 7 officers including the Chair, Vice Chair, Secretary, Treasurer, and 3 Executive Committee Members at Large. Terms will last 2 years. No member will be compensated for his/her services.

#### Section 2

The Secretary shall preserve minutes of all monthly meetings and other correspondence as directed by the Executive Committee.

The Treasurer shall keep income, receipts, and disbursements and shall maintain full and accurate accounts. The Treasurer shall maintain monies and securities in a depository as agreed by the Executive Committee.

The Treasurer shall disburse the funds of CONA as approved by the Membership, subject to the availability of funds, and shall render accounting of all transactions performed to the Executive Committee and to the Membership at monthly meetings of the Membership and whenever such reports are requested by the Executive Committee, or by a quorum of the Membership.

If the Membership requires it, the Treasurer shall deliver to the Membership at the expense of CONA, a bond to be kept in force and in such form and amount and with a surety that is satisfactory to the Membership.

#### Section 3

It shall be unlawful for one person to hold more than one of the seven offices concurrently.

#### Section 4

The Executive Committee shall have such powers as may be described herein before, or after enumerated in addition to such powers which are set forth in the Indiana General Not For Profit Corporation Act of 1971, and which are not

prohibited to organizations under Section 501 (c) (3) et seq. of the Internal Revenue Code.

The Executive Committee shall have the power of the purse, and no expenditures shall be made for any reason whatever until the Executive Committee shall have acted upon such expenditures or shall have determined upon the ways in which such expenditures shall be made.

#### Section 5

Any member of the Executive Committee may be declared vacant by a majority vote of the Executive Committee if such member misses any three out of four consecutive meetings. It is provided; however, that absences that are the result of events or accidents over which the member could have had no control shall not be counted towards a vacancy declaration.

### **ARTICLE VIII: EXECUTIVE COMMITTEE MEETINGS**

#### Section 1

The Executive Committee may hold such other meetings as may be necessary.

### **ARTICLE IX: COMMITTEES**

#### Section 1

The Chair is authorized to establish and staff standing and ad hoc committees as the business of the Corporation may require or warrant.

#### Section 2

The Nominating Committee, two-thirds of which shall not be Executive Committee Members, shall be appointed to one-year terms by the Chair subject to the approval of the Executive Committee. The Nominating Committee shall elect its own committee chair. The Executive Committee Chair may not serve on this committee. The Nominating Committee shall nominate members to the Executive Committee, and shall present a slate of officers to the Membership at the September meeting. They shall also nominate candidates to fill Executive Committee vacancies that occur during the year.

### **ARTICLE X: ELECTIONS**

#### Section 1

The Executive Committee will call for nominations to be submitted by members to the Nominations Committee at least 2 week prior to the September meeting.

#### Section 2

The Nominating committee will submit a slate of officers at the September meeting. Any other nominations will be taken from the floor during this meeting, and up to 7 days after, being submitted by email to the nominating committee. Nominating committee will add these names to those running, so there will be a slate, and potentially other people running for office individually, or presenting their own slate.

### Section 3

Each neighborhood association is entitled to cast one vote for each of the Executive Committee positions being filled. In case of a tie, a run-off election shall be held at the meeting. If there are no more candidates than positions to be filled, the Membership will vote the slate up or down.

### Section 4:

In the event of a vacancy in any office in the Executive Committee, nominations shall be requested from the Membership at their next meeting. An office will not be considered vacant without a written statement from the officer indicating a desire to resign; except in the case presented in Article VIII Section 3. A special election may be called for at any time to replace a retiring Executive Committee member.

### Section 5

The election of members of the Executive Committee shall take place at the regularly scheduled monthly meeting in October via paper ballot.

### Section 6

Elections will be staggered such that the Chair, Secretary, and 2 Executive Committee Members at Large will be elected in even numbered years while the Vice Chair, Treasurer and 1 Executive Committee Member at Large will be elected in odd numbered years.

## **ARTICLE XI: EXECUTION OF INSTRUMENTS**

### Section 1

All checks, drafts, and any of the orders for the payment of money shall be signed in the name of CONA and shall be counter-signed by the Treasurer and one of the other members of the Executive Committee of the Corporation.

### Section 2

When the execution of any contract, conveyance, or other instrument has been authorized by the Executive Committee and approved by the Membership, the Chair as well as the Secretary will sign it.

### Section 3

The Executive Committee with approval of the Membership shall have the power to designate such officers and agents who shall have the authority to execute any instrument on behalf of the Corporation.

## **ARTICLE XII: AMENDMENT**

### Section 1

Amendment of these Bylaws or of Articles of incorporation may be made at any meeting of the Membership by a two-thirds majority vote of those present provided, however, that the Executive Committee shall first have approved an amendment that is to be proposed to the Members. Such proposed amendments shall be distributed by email to Members not less than ten calendar days prior to the meeting.

**ARTICLE XIII: DISSOLUTION**

Section 1

In the event of dissolution of CONA, the assets remaining, if any, are to be transferred to another non-profit, tax-exempt corporation as determined by the Membership. The Membership will make their determination of which organization's goals are most in harmony with the stated goals of CONA.

Section 2

Upon the dissolution of CONA, the Membership shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Membership shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Adopted: July 16, 1997

Amended: April 17, 2002

Amended: June 19, 2002

Amended: April 10, 2005

Amended: June 18, 2014