

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

**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**

CONA supports neighborhood associations to work together to create healthy, secure neighborhoods, provide organizational support, and serve as a voice for neighborhood concerns. CONA envisions a city that respects the non-fiscal attributes of our community, including our natural resources, green space, trees, community resilience, and other elements of the physical and social environment that enhance our overall quality of life.

**ARTICLE IV: CONA GOALS**

- Foster a sense of community in neighborhoods
- Promote neighborhood preservation
- Advocate for appropriate suitable 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 among neighborhood organizations •  
Provide a forum where neighborhood organizations can discuss specific concerns •  
Create position papers on issues of neighborhood importance
- Facilitate community education events related to neighborhood interests and concerns

**ARTICLE V: CONA MEMBERSHIP**

Any neighborhood organization registered with the Housing and Neighborhood Department of the City of Bloomington has automatic membership in CONA. Any neighborhood organization can request membership in CONA and be granted membership by a 2/3<sup>rd</sup> vote of the voting members at a monthly membership meeting. The application shall include:

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

**ARTICLE VI: CONA MEMBERSHIP MEETINGS**

### **Section 1: Meetings**

CONA membership meetings shall be held monthly or at the request of the Executive Committee. Meetings can be held virtually as needed.

### **Section 2: Quorum**

For business purposes at any monthly membership meeting, a quorum shall consist of six voting members, which shall include at least three Executive Committee members.

### **Section 3: Open meetings**

CONA monthly meetings are open to all members of Bloomington neighborhood associations and to the general public.

### **Section 4: Executive Committee meetings**

Executive Committee meetings can be scheduled as needed by the Executive Committee Chair or by the request of 3 members of the Executive Committee. Minutes from Executive Committee meetings shall be recorded by the secretary and made available to the membership.

### **Section 4: Membership Voting**

Each neighborhood association can designate one member who will attend the CONA monthly membership meetings and vote for the neighborhood association at the monthly meetings. Only one vote per neighborhood association will be allowed. At the beginning of each meeting after the roster is returned to the chair, if more than one person attends from a neighborhood association, the chair will determine which attendee is voting for the neighborhood association.

Executive Committee members can be designated as the voting member for a neighborhood association. If an Executive Committee member is not designated as the neighborhood association voting member, the Executive Committee member will not have a vote. Each member neighborhood association shall have the right to cast one vote each on:

- Matters raised during the meeting that require a vote
- Amendments to the Bylaws
- Elections of members of the executive committee
- All other matters or questions that have been raised by the Executive Committee

## **ARTICLE VII: EXECUTIVE COMMITTEE**

### **Section 1: CONA Officers**

CONA shall be managed by an Executive Committee which 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. Each member can hold only one office. Any member of a CONA neighborhood association shall be eligible to be a member of the Executive Committee.

### **Section 2: Powers**

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 will approve all CONA official documents.

### **Section 3: Duties of Executive Committee**

The chair shall preside over the monthly membership meetings and the Executive Committee meetings. The chair is responsible for preparing the agenda and publicizing the monthly meetings and other activities as directed by the members at the monthly membership meeting or by the executive committee.

The vice chair will assume the duties of the chair when the chair is not able to execute them, as well as other duties as requested by the chair or the executive committee.

The secretary shall prepare the minutes of all monthly meetings and Executive Committee 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 Executive Committee, subject to the availability of funds, and shall render accounting of all transactions performed to the Executive Committee and to the membership at membership monthly meetings and whenever such reports are requested by the Executive Committee, or by a vote of the membership at the monthly membership meeting.

The members at large will serve on committees and other duties as determined by the Executive Committee.

### **Section 4: Vacancy**

Any office of the Executive Committee may be declared vacant by a majority vote of the Executive Committee if the officer 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: COMMITTEES**

### **Section 1: Appointments to Committees**

The chair, in consultation with the Executive Committee, is authorized to establish and staff standing and ad hoc committees.

### **Section 2: Nominations Committee**

The Nominations Committee shall be a standing committee. The committee shall have at least three members and no more than one member shall be an Executive Committee member. The Executive Committee chair may not serve on this committee.

The Nominations Committee shall be appointed to a one-year term by the chair, subject to the approval of the Executive Committee. The Nominations Committee will be appointed during the March

monthly membership meeting. The Nominations Committee shall elect its own committee chair.

The Nominations Committee shall nominate members to the Executive Committee, and shall present a slate of candidates to the membership at the September membership meeting. They shall also nominate candidates to fill Executive Committee vacancies that occur during the year.

### **Section 3: Schaich-Sturbaum Education Committee new**

The purpose of the Schaich-Sturbaum Education Committee is to propose and manage educational activities for CONA. The Schaich-Sturbaum Education Committee shall be a standing committee. The committee will have at least three members and no more than two Executive Committee members shall serve on the committee.

The Schaich-Sturbaum Committee members will be appointed to two-year terms by the chair, subject to the approval of the Executive Committee. The committee appointments begin in January.

## **ARTICLE IX: ELECTIONS**

### **Section 1: Election schedule**

The election of members of the Executive Committee shall take place at the regularly scheduled monthly membership meeting in October. If there are no contested elections, the membership will vote to accept or reject the nominated candidates. In case of a tie, a second vote shall be held at the October meeting.

### **Section 2: Eligibility for voting**

Each neighborhood association designated voting member is entitled to cast one vote for each of the Executive Committee positions.

### **Section 3: Call for nominations**

The Executive Committee will issue a call for nominations to be submitted by members to the Nominations Committee at least two weeks prior to the September meeting. The call for nominations will be sent by email to the CONA email list and posted on the CONA website.

### **Section 4: Slate preparation**

The Nominations Committee will nominate a slate of officers at the September meeting. Any other nominations will be taken from the floor during this meeting. The Nominations Committee will add these names to the slate.

If the slate for open positions is not filled by the Nominations Committee, the chair will propose members for the open positions. The Executive Committee will confirm or deny the chair's selection.

### **Section 5: Vacancy**

In the event of a vacancy in any office in the Executive Committee, nominations for a replacement shall be requested from the membership at the next membership meeting. An office will not be considered vacant without a written statement from the officer indicating a desire to resign; except as is presented in Article VII Section 5. The members attending the subsequent monthly membership shall vote to select

among the candidates nominated to replace an executive committee member.

#### **Section 6: Executive Committee terms**

Elections will be staggered such that the Chair, Secretary, and two Executive Committee Members at Large will be elected in even numbered years. The Vice Chair, Treasurer and one Executive Committee Member at Large will be elected in odd numbered years. Executive committee members will take office at the January monthly meeting in the subsequent year.

### **ARTICLE X: EXECUTION OF INSTRUMENTS**

#### **Section 1: Payment procedures**

All checks, drafts, and any of the orders for the payment of money shall be signed in the name of CONA by the Treasurer and either the Chair or Vice Chair. The Executive Committee shall have the power of the purse, and no expenditures shall be made for any reason whatever until the Executive Committee or the members shall have acted upon such expenditures or shall have determined upon the ways in which such expenditures shall be made. The Executive Committee may approve funds up to \$300. A request for funds of more than \$300 can be made at a monthly meeting and approved by a majority vote of the voting members.

#### **Section 2: Execution of contracts**

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

#### **Section 3: Designation of agents**

The Executive Committee 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 XI: AMENDMENTS**

Amendments to these Bylaws may be proposed at any membership meeting by a two-thirds vote of the voting members. Such proposed amendments shall be distributed by email to members and posted on the CONA website not less than ten calendar days prior to the next monthly membership meeting. The voting members at the subsequent monthly membership meeting will vote to approve or disapprove amendments.

### **ARTICLE XII: DISSOLUTION**

#### **Section 1: Asset transfer**

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. All assets held by CONA for neighborhood associations will be returned to the respective neighborhood associations.

**Section 2: Asset transfer policy**

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 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.

Adopted: July 16, 1997

Amended: April 17, 2002

Amended: June 19, 2002

Amended: April 10, 2005

Amended: June 18, 2014

Amended: September 8, 2020