

BYLAWS OF THE CENTRAL BENCH NEIGHBORHOOD ASSOCIATION, INC

VISION

Our vision is to promote safety and involvement in our community while celebrating diversity in the Central Bench neighborhood.

MISSION

We will accomplish our vision through sustainable community planning in collaboration with Boise City's Neighborhood Reinvestment Program and Comprehensive Plan encouraging all residents, businesses, and nonprofit organizations to be active members in the process.

ARTICLE I. GENERAL PLAN OF OWNERSHIP

Application Section 1. All people who choose to be a member of the Association are subject to the regulations set forth in the Bylaws of the Association.

Boundary Section 2. The boundary is as so depicted on the attached map, Attachment A. The Association is bound on the north by Alpine Street/railroad tracks, the south by Overland Road, the east by Roosevelt Street, and the west by Curtis Road.

Sub-districts each having representation on the Board of Directors may be established by a majority vote of the Association members.

ARTICLE II. MEMBERSHIP, VOTING, DUES

Eligibility Section 1. Membership is open to residents, property owners, business licensees, 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.

Dues Section 2. Dues are not required for membership or voting in the Association. Voluntary contributions, or other 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.

Voting Section 3. For purposes of voting, signing name and address in the “Official Membership List” shall evidence membership. Each member shall be 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.

Authority Section 4. No member, including any member of the Board of Directors whether acting individually or for the Board, may represent to any public agency, the media, or other person or entity whatsoever that they represent the Association or the views or desires of the Association or the majority of the members unless such representation, and the essential content of the representations made by such member, has specifically been authorized by vote of the members and been so documented. It is the intent of this section that the Association shall represent the consensus of the members, and if consensus cannot be reached, then no representation shall be made in the name of the Association on behalf of its members. It is anticipated that this section shall be implemented by the members, by majority vote, giving general guidance and direction to the Board on specific issues, and the Board shall then give specific direction to the elected officers for the implementation of the members directions and public representations of the Association. A summary of dissenting views shall be transmitted along with any recommendation made by the Association to the City. The Association will maintain political neutrality.

ARTICLE III. MEETINGS

Participation Section 1. All meetings are open to any person.

Consent Section 2. Any member who fails to attend any properly noticed meeting shall be deemed to have consented to whatever action transpires at such meeting unless specific objection in writing is lodged with (state who, e.g. the Grievance Committee) within five (5) calendar days of such meeting. It shall be the duty of all absent members to acquire from the Secretary or other Board of Directors, any and all decisions or actions that occurred at any and all meetings.

Place to Meet Section 3. All meetings, whether regular, special, or annual shall be held at a suitable location within the Association or as close thereto as is reasonably practicable, considering the distance, suitability of facilities, and cost, if any. When practical, public meeting places such as libraries and schools are preferred.

Agenda Section 4. Any member of the Association may add any discussion item to the agenda of any meeting by submitting the item in

writing, to any member of the Board of Directors. The President of the Association shall prepare the agenda and provide it to the Secretary to attach to the meeting notice.

Annual Meeting Section 5. There shall be at least one general membership meeting yearly. The meeting shall occur on the (list day, week, and month). Business to be covered at the annual meeting shall include a report on activities of the previous year and planned activities for the coming year. Actions that may occur include: 1) election of Board of Directors and Officers; 2) discussion of items placed on the agenda by a member; and 3) actions listed under “Special Meeting.”

Special Meetings Section 6. Special meetings of the general membership may be held, at the call of the President or the Board of Directors, or upon the agreement of not fewer than ten (10) percent of the Association membership, as necessary to further the purpose of this association. Actions that may occur include: 1) amendment of the Association’s Articles and Bylaws. (Members of the Association must be notified of proposed bylaws amendments in writing at least five calendar days in advance of the meeting at which they would be considered.); 2) a vote to remove an Officer or Board of Director; 3) election of Board of Directors and Officers if there is a lack of quorum at the Annual Meeting; 4) discussion of items placed on the agenda by a member; 5) a vote on a grievance; and 6) creation of Association subdistricts and representation.

Notice Section 7. Notice of time, place, and agenda of each general membership meeting shall be given to each member of record of the Association, by mailing to such member (to include electronic mail), at least seven days prior or hand delivered at least five (5) days prior to said meeting, or by advertisement in a daily newspaper of general circulation in the City of Boise. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid.

Members Quorum Section 9. In the case of a meeting of the general membership, a quorum shall be in effect when at least twenty-five (25) members or twenty-five percent (25%) of the members of record, including the President or his or her designee are present. If a quorum is not present, then those present may take informal action, but any communication regarding that action shall state the lack of a quorum unless the action is ratified at a subsequent meeting at which a quorum is present. The act of the majority of the general membership at a meeting when a quorum as described above is present shall be the act of the Association.

Board Meetings Section 10. The Board of Directors shall meet at least quarterly in accordance with a schedule established at the annual membership meeting.

The general membership is encouraged to attend these meetings. Actions that may occur include: 1) establishing a committee; 2) selecting the meeting date of the annual meeting of members; 3) authorizing fund sources for the association; 4) filling a vacancy during an officer's term; and 5) discussing items placed on the agenda by a member. For the quarterly board meetings, no further notice other than the dates announced at the annual meeting is required, unless those dates are subsequently changed. In that case, the full notice procedure outlined in Member's Meetings shall be followed.

A special meeting of the Board of Directors may be called at any time by the President, or, in his or her absence, by the Vice President, or any Board of Director with reason to do so. Actions that may occur include: 1) reviewing proposed development projects and taking action at Boise City Code required meetings. (The notice provided to members of the Association by the applicant or applicant's representative of such development proposal shall be considered adequate notice to the Association); 2) resolving grievance issues. [The complainant and (identify whom, i.e. Board, Grievance Committee, etc.) shall be notified of such meeting by mail]; and 3) discussing items placed on the agenda by a member. For special board meetings, notice shall be provided to the entire Board of Directors by United States mail.

Board Quorum Section 11. In a meeting of the Board of Directors, a quorum shall be in effect when at least fifty percent (50%) of the Board of Directors, including the President or his or her designee are present. If a quorum is not present, then those present may take informal action, but any communication regarding that action shall state the lack of a quorum unless the action is ratified at a subsequent meeting at which a quorum is present. The act of a majority of Directors at a meeting when a quorum as described above is present shall be the act of the Association. Refer to Article II, Section 4, and Article IV, Section 1, for accountability to the general membership.

ARTICLE IV. BOARD OF DIRECTORS / OFFICERS

Board Section 1. The Board of Directors shall consist of not less than five (5) individuals and not more than nine (9), each of whom at all times shall be a member of the Association. The Board of Directors and Officers shall be elected by the members of record from candidates nominated by the members of record. The affairs of the Association shall be managed by a Board of Directors in the interim between general meetings of members. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions in a public meeting format before adopting any recommendation on behalf of the association; and shall strictly comply with these Bylaws.

Officers

Section 2. The elective 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 II, Section 4.

President. The President shall prepare the agenda, facilitate meetings, and be the primary representative of the Association at public meetings of the Association or of local government. He or she shall perform all other duties usually pertaining to the office of President.

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, and when so acting, shall have all the powers of and be subject to all the restriction upon 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 duly given in accordance with the provision of these Bylaws, be custodian of the Association records, keep a register of the post office address of each active member, which shall be furnished to the Secretary by such member in the "Official Membership List," keep a register of committee membership, and in general perform all the duties incident to the office of Secretary.

Treasurer. The Treasurer shall have charge of all Association funds, deposit them in an account in the name of the Association, 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.

Election

Section 3. The Board of Directors and officers 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. Board members shall have a two-year term that is renewable upon re-election. Officers shall be elected for one year terms and such term shall begin immediately after their election. The duties of the officers shall be as provided in these Bylaws and as may be assigned to them by the Board of Directors, if not so stated herein.

Removal

Section 4. Removal of an officer may occur at a special meeting of the members called and properly noticed for that purpose, by the affirmative vote of a two-thirds (2/3) vote of the members of record present at the meeting.

A Board of Director who has more than one unexcused absence (barring an unforeseen emergency) for meetings shall be automatically removed from the Board of Directors. Arriving at meetings 15 or more minutes late is considered an unexcused absence. A Board member who falsely represents the Association, as described in Article II, Section 4, shall be automatically removed from the Board.

Vacancies Section 5. A vacancy in any office because of resignation, removal, disqualification, or otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term.

ARTICLE V. COMMITTEES

Organization Section 1. At the request of any member, a committee may be established by the Board of Directors. Members of a committee shall work in union to achieve the purposes of the committee, and may be comprised of any association member who desires to be part of said committee. Appointments to a committee are not permitted. Committees shall make recommendations to the Board of Directors.

Standing Committees Section 2. The Association shall have at least three committees, which are as follows:

1) 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, Ada Planning Association, and Boise City. It shall also be the purpose of this committee to participate in ongoing dialogues with developers and the City regarding development projects. After receiving general direction from the Association, this committee is authorized to speak on behalf of the neighborhood association, and empowered to negotiate, with the Association understanding that negotiations are a dynamic process and that the details of the original Association position may need to be modified by this committee in order to achieve the Association's most important underlying principles. When providing general direction to this committee it is the general membership's responsibility to outline what those underlying principles are, allowing the committee some latitude in the details of how those underlying principles may be achieved so that the committee may work with them in the best ways possible.

2) Neighborhood Reinvestment Committee (Grants), whose purpose, in part, is to apply for neighborhood reinvestment funds. This committee's purpose is not limited to seeking funding from the City's reinvestment fund, but may explore the multiple ways the neighborhood may be invested in, both by the neighborhood itself, and other organizations.

Aspects of this committee's responsibility include identifying eligible projects, to establish a project election procedure, and to 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 either the President or the Treasurer, or both, as a member.

3) Grievance Committee, whose purpose is to receive complaints and promptly recommend specific actions to the Board of Directors.

Additional Committees Section 2. Committees, including but not limited to the following, are active:

1) Community Building Committee (Events), 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 Reinvestment Committee and the Community Building Committee is that the Neighborhood Reinvestment Committee is project oriented, and the Community Building Committee is activity oriented.

2) Neighborhood Planning Committee, whose purpose is to conduct neighborhood planning in the manner described in the official "Neighborhood Planning Guide" of Boise City.

3) Business Member Committee whose purpose is to build collaborative relationships with business members within our association boundaries.

4) Neighborhood Watch Support Committee, whose purpose is to collaborate with the City's Crime Prevention Liaison and help educate members of our association in learning the process of establishing Neighborhood Watch groups in their smaller neighborhood areas. This includes but is not limited to meetings and disseminating all relative information.

5) Neighborly Assistance whose purpose is to communicate with members of the association to be of assistance in areas of need including but not limited to: the elderly, differently abled, those in financial need, recruit volunteers to patrol the streets in our neighborhood for help with trash/garbage; and assist with locating members of our community who will benefit from programs such as Rake Up Boise, Paint the Town and others.

6) Newsletter whose purpose is to develop a quarterly newsletter containing information that effects our community - to be shared at quarterly meetings, sent via email to members within our email database,

and available on our website, with one annual newsletter to be sent the beginning of each year.

ARTICLE VI. NEIGHBORHOOD PLANNING

- Process Section 1. Neighborhood planning will be conducted in the manner described in the official “Boise City Neighborhood Planning Guide.”
- Number Section 2. A minimum of six members is needed to form a planning committee. At least one board member shall be a member of the planning committee.
- Location Section 3. The majority of planning committee members must live within the boundary of the neighborhood planning area.
- Membership Section 4. The planning committee membership must represent the varied interests within the boundary of the neighborhood planning area. For example, if a large percent of the community is comprised of single mothers living in town-homes with children, then single mothers living in town-homes with children should be well-represented on the committee. The Neighborhood Planner is able to provide you with this kind of demographic information. The planning committee membership must also be diverse. A diverse membership includes residents, business owners, youth, senior citizens, and individuals with varied abilities and backgrounds.

ARTICLE VII. GRIEVANCE PROCEDURES

- Eligibility. Section 1. A member of the Association adversely affected by an action of the Board of Directors may submit in writing a complaint to any member of the Grievance Committee. Such complaint shall be provided in writing within five (5) calendar days of the meeting where such action took place.
- Resolution Section 2. Within five (5) calendar days of receipt of the complaint, the committee shall arrange with the complainant a mutually acceptable place, day, and hour for a review of the complaint, and in writing will, within five (5) calendar days of such meeting, mail a recommended resolution, and/or action, of the grievance to the complainant and each member of the Board of Directors. The Board of Directors shall hold a special meeting within five (5) calendar days of the postmarked letter from the Grievance Committee to determine whether or not the committee’s recommendation is acceptable to the Board of Directors or complainant.

Final

Section 3. If the board is unable to resolve the grievance, then final resolution of the complaint shall be by vote of the membership at a special meeting of the membership. The Board shall be obliged to call this meeting.

ARTICLE VIII. AMENDMENTS

Amendments

Section 1. These Articles of Association, Bylaws, and any attachments thereto, may be altered, amended or rescinded, or new Bylaws adopted. Such changes may occur by the affirmative vote of two-thirds (2/3) of the members of record present at the properly noticed meeting. For the Association to maintain status as a City-recognized neighborhood association, members shall only be voting on items that have previously been reviewed and recommended by the City to go forward for a membership approval vote. Amendments go into effect immediately following their adoption.

ARTICLE IX. ADOPTION OF ARTICLES OF INCORPORATION AND BYLAWS

Section 1. The undersigned, being a majority of the members present at the meeting of the Association held (date) _____, do hereby certify that the within and foregoing Articles of Incorporation and Bylaws constitute the Articles and Bylaws of such Association:

- 1. _____
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- etc. ...

ATTACHMENT A. DEPICTION OF BOUNDARY

North to South: Alpine St to Overland Blvd
East to West: Roosevelt to Curtis