

Downtown Neighborhood Association Bylaws
Introduced 12 September 2018 & Adopted October 23, 2018
Last Amended February 19, 2019

Article I Name and Geographical Area

Section 1. **Name.** The name shall be the Downtown Neighborhood Association.

Section 2. **Boundaries.** The boundaries of the Association in the city of La Crosse shall be the Mississippi River on the west, the centerline of West Avenue on the east, the south side of Cass Street on the south, and the marsh on the north. See article 1 in the appendix.

Section 3. **Boundary Contingencies.** The area bordered on the south by Cass Street, on the east by West Avenue, on the north by Main Street, and the west by 7th street is considered an overlap area between the Downtown Neighborhood Association and the Washburn Neighborhood Association. The overlap area has been approved by Washburn Neighborhood Association and the Downtown Neighborhood Association.

Article II Purpose

Section 1. Our purpose shall be to promote a better neighborhood and community through group action and to facilitate implementation of our neighborhood plan which will be a multiyear plan established by this association in collaboration with the City of La Crosse.

Article III Neighborhood Vision and Goals

Section 1. The Downtown Neighborhood Association works collaboratively using open communication with residents, property owners, business owners, city government, and other institutions to sustain a healthy, safe, well maintained neighborhood and a vibrant sense of community. Specific goals will be established annually.

Article IV Membership and Voting

Section 1. **Voting Membership.** Voting membership is open to any resident or property owner age eighteen (18) and over living in the geographic area known as Downtown Neighborhood. Voting membership is also open to businesses or organizations located within the Association's geographic location. A person who owns property but does not live in the Downtown Neighborhood can be a voting member and will be considered a business.

Section 2. **Non-voting Membership.** Interested parties or persons who do not live in or own property within the neighborhood may attend and speak at meetings. They may not vote, hold office, or represent the Association to outside groups.

Section 3. **Powers of Voting Members.** The voting members are the basic governing body of the Association. They shall elect all officers and determine all policies of the group. To be a voting member, the member must attend a minimum of two (2) General Meetings in the previous twelve months and sign the roster. A quorum of ten voting members shall be required for all elections and votes.

Section 4. **Voting.** Each member is entitled to one vote. Each business or organization is allowed one vote and may appoint one representative to the Association. If a person is both a resident and a business owner, the person's resident status will be used as the person's primary voting distinction, and said business owner or organization may, if desired, appoint a representative or another employee to represent the business or organization. That appointee is entitled to one vote. No absentee or proxy voting is allowed.

Section 5. **Voting Proportions.** The number of votes by businesses and other organizations shall not exceed the number of votes by residents. In the event that the number of residents at a meeting is less than 51% of the voting members present, the representatives of businesses and organizations will caucus to select those among their number who will have voting privilege at the meeting. If those representatives are unable to make

their selection within a period of 10 minutes, the chair of the meeting will conduct a lottery to select the members who may vote from among the business and organization representatives at that meeting.

Section 6. **Continuing Voting Membership.** A person received into voting membership in the Association shall remain a member until they voluntarily withdraw or are no longer eligible for membership in the Association.

Article V: Meetings

Section 1. **Frequency of General Meetings.** General Meetings will occur at a minimum of (4) times per calendar year at a location determined by the membership. Additional meetings may be added as needed. Members shall be notified of meetings by email or other suitable means of communication as practical and possible. Members may attend any or all meetings.

Section 2. **Committee Meetings.** Committee chairpersons shall schedule all Committee Meetings and shall inform the Executive Board of all Committee Meetings.

Section 3. **Executive Board Meetings.** The chair will call Executive Board Meetings as needed and the secretary will inform Association members of the date, time, and place of said meetings by email or other suitable means of communication as practical and possible. Members are welcome to attend Executive Board Meetings.

Section 4. **Governance.** The most current version of Robert's Rules of Order shall act as a guide for governing all meetings.

Section 5. **Code of Conduct.** The Downtown Neighborhood Association conducts, at minimum, four annual General Meetings, regular meetings of the Executive Board, and special meetings as necessary. The Executive Board welcomes and encourages the presence of Association Members at these meetings. It is essential for the efficient transaction of Association business at these meetings that all Association members conduct themselves in a businesslike, ethical, and appropriate manner that respects every member and serves the best interests of the Association as a whole.

Article VI Executive Board

Section 1. **Elections and Terms.** Nomination of officers will occur in January. Elections will occur in February and officers will start their terms on March 1. The terms of office will be two years, with elections being staggered so that no more than three (3) positions are open at any given time. No officer may serve more than (2) consecutive terms in any one office. No salary or compensation will be paid to any officers, board members, or committee members.

Section 2. **Duties of Officers.** The officers of the Association shall be Chair, Vice-Chair, Secretary, Treasurer, and Member-at-Large. The officer's duties shall be as follows with additional duties as directed by the membership.

- **Chair:** The Chair shall preside at all Executive Board and General Meetings; have general supervision over the affairs of the Association and over the other officers. The Chair, in consultation with fellow officers, shall call Executive Board and General Meetings. The Chair, in consultation with fellow officers, shall appoint Committee Chairs as the need arises. In absence of the Vice-Chair, the Chair and Treasurer will co-sign all checks in the amount of \$500 or greater. In case of absence or disability of Chair, the Vice-Chair shall perform such duties. The Chair shall perform all duties as are incident to the office.
- **Vice-Chair:** The Vice-Chair shall represent the Chair at Executive Board and General Meetings if the Chair is not able to be present. The Vice-Chair and Treasurer will co-sign all checks in the amount of \$500 or greater. The Vice-Chair shall oversee marketing communications and membership outreach and recruitment. The Vice-Chair shall perform all duties as are incident to the office.

- **Secretary:** The Secretary shall attend all Executive Board and General Meetings, and keep attendance records, minutes, and correspondence. The Secretary shall notify membership of Executive Board and General Meetings. The Secretary shall perform all duties as are incident to the office.
- **Treasurer:** The Treasurer shall have custody of all money and securities of the Association, and all financial records. The Treasurer will present a financial report at every General Meeting. The Treasurer shall sign all Association checks less than \$500. Checks in the amount of \$500 or greater will be co-signed by the Vice-Chair, or the Chair if the Vice-Chair is not available. The Treasurer shall perform all duties as are incident to the office.
- **Member-at-Large:** The Member-at-Large shall assist and encourage committee chairs. The Member-at-Large will also be the direct point of contact and liaison with the Washburn Neighborhood Association and will attend at a minimum three (3) Washburn meetings per year. The Member-at-Large shall perform all duties as are incident to the office .

Section 3. **Financial Audits.** When a treasurer leaves office and before the next treasurer takes office, all financial books will be audited by a voluntary committee consisting of a minimum of three (3) voting members. All financial documents will be available for any officer to review.

Section 4. **Filling Vacancies.** In the event of the resignation of an officer or the event that an officer becomes ineligible or unable to continue in office, the Executive Board shall appoint a member to fill in the vacancy for the remainder of the term. Three (3) or more consecutive absences from the Executive Board Meetings and/or Association meetings without valid reason (as determined by the Executive Board) shall be determined to be a resignation and will be filled by the Executive Board.

Section 5. **Removing an Officer.** An officer will be removed from office by a two-thirds (2/3) vote of members present at any Association meeting provided a fourteen (14) day notice has been distributed to all members by email or other suitable means of communication as practical and possible. Vacancies will be filled as set forth by the Bylaws.

Article VII Committees

Section 1. **Origination.** The Association shall have such committees as may from time to time be designated by resolution of the Membership.

Section 2. **Powers.** No individual or committee shall take public action nor shall any member represent him/herself as speaking with the support of or in the name of the Association unless prior authorization is given by the chair or vice-chair.

Article VIII Amendments

Once adopted, these Bylaws can be amended at any time by a majority vote at two (2) consecutive general membership meetings. Any member may propose an amendment. The proposed amendment shall be presented in writing at a meeting, voted on at that meeting, and if it received a majority vote will then be voted on again at the next regular meeting. If the amendment receives a majority vote at the second meeting, it shall be considered approved. A proposed amendment goes into effect immediately upon final approval. If a proposed amendment is not approved at either the first or second meeting, that proposal will not be heard or considered until more than one (1) year has passed.

Article XIV Adoption

These Bylaws will be considered adopted upon ratification by a majority vote at one (1) general membership meeting. They shall go into effect immediately upon adoption.

Article X Dissolution

Section 1. **Meeting to Dissolve.** The Association may be dissolved by a two-thirds (2/3) vote at a membership meeting called for that purpose. All members must be notified in writing by email or other suitable means of

communication as practical and possible at least fourteen (14) days prior to the meeting. Should a meeting to consider dissolution fail to achieve a quorum, the remaining officers may dissolve the Association by majority vote.

Section 2. **Distribution of Assets.** If the membership does not approve a plan of distribution of the assets when approving the dissolution, the Executive Board shall make such distribution. Any distribution of assets must serve the good of the neighborhood and not the individuals.

Bylaws adopted on October 23, 2018.

Amended February 19, 2019.

Appendix

Article I: Geographic area

