

# **By-Laws of the West End Neighborhood Association**

This document shall be known as the By-Laws of the West End Neighborhood Association (The Association), a non-profit, public benefit corporation incorporated in the State of Maine. The by-laws are the rules of self-government of the West End Neighborhood Association. These by-laws are the set of rules by which the Association operates, votes and settles disputes that arise from time to time, and are binding on all members associated with the West End Neighborhood Association. If the by-laws are found to be inconsistent with the Laws of the State of Maine, then Maine State law will override the inconsistency.

## **Article I Name**

Section 1. Name. The name of the organization is the West End Neighborhood Association, hereafter referred to as the “Association”.

## **Article 2 Not-For Profit Corporation**

Section 1. Purposes. The Association is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The general purpose of the Association is to be a broad-based, representative organization committed to improving the quality of life of all who live and/or work in the West End by strengthening the sense of community, by encouraging active participation in the life of the neighborhood, by promoting a clean, safe, quiet and attractive neighborhood, by interfacing with the City Government on all matters of interest and concern to the betterment of the neighborhood, and by participating as an active player in any public dialog that affects the neighborhood.

Notwithstanding any other provision, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Section 2. No Propaganda or Intervention in Political Campaigns. No substantial part of the activities of the organization shall be the carrying on

of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Distribution upon Dissolution. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers or other private purposes, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of these purposes. The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner(s), after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed in the manner provided in the organization's Articles of Incorporation and in Article 14, Section 3 herein.

### **Article 3**

### **Objectives**

Section 1. Objectives. The objectives of the West End Neighborhood Association are to:

1. Promote the general improvement in the quality of life of the neighborhood.
2. Keep residents informed of issues and events vital to the life of the neighborhood by appropriate communications and regular meetings.
3. Encourage residents, property owners and business owners to work together on programs, projects or initiatives that serve to make the neighborhood a better place for all.
4. Advocate for attractive, clean, safe dwellings for all and encourage the development of housing that meets the changing needs of residents.
5. Promote the safety and security of residents and visitors by maintaining open and regular communications with local law enforcement agencies.
6. Support the increased safety of streets and sidewalks by advocating for better traffic control and enforcement of city ordinances.
7. Work toward the creation, conservation and preservation of natural green spaces, parks and places for recreation, trees, and attractive landscaping.
8. Instill in the residents and property owners a sense of pride and confidence in their neighborhood.
9. Encourage civic leadership, create an atmosphere of cooperation, and involve residents in neighborhood related problem solving.

## **Article 4**

### **Boundaries**

Section 1. Boundaries. The geographic boundaries of the West End Neighborhood Association shall be:

Northern Boundary: Along south side of Congress Street from opposite Weymouth Street to High Street

Eastern Boundary: Along High Street from Congress Street to Commercial Street

Western Boundary: Along a line from opposite Weymouth Street to Emery Street between Congress Street and Commercial Street

Southern Boundary: Along Commercial Street to a point even with Emery Street to Commercial Street

Excluded are those areas falling within the boundaries of the Western Promenade and the St. John/Valley Neighborhood Associations.

## **Article 5**

### **Membership**

Section 1. Member Eligibility. Membership in the Association is voluntary and is open to all persons age 18 years and over who reside in the West End. The boundaries of the West End for the purpose of determining membership in the Association are Congress Street to the north, Commercial Street to the south, High Street to the east, and Gilman Street to the west.

Section 2. Voting. Members shall have the right to vote on all matters as required under 13-B M.R.S.A., the Maine Nonprofit Corporation Act. Members shall elect Directors.

Section 3. Fees. A person that is eligible may become a Member by paying a one-time fee to the Treasurer. The fee Members are required to pay shall be determined or changed by an affirmative vote of 2/3 of the Board of Directors. Persons seeking membership in the Association may have their membership fee waived for good cause by a determination of both the President and the Treasurer.

Section 4. Affiliate Designation. Any person or organization that conducts business in or has a genuine interest in the purposes and objectives of the

Association and improving the livability of the West End may become an Affiliate upon payment of the Affiliate Fee. The amount, imposition, and frequency of the Affiliate Fee shall be determined by the Board of Directors. Affiliates have no voting rights in the Association.

Section 5. Attendance. Members and Affiliates may attend and participate in any meeting of the Association, Board of Directors and of their committees and any other meeting, which may be authorized under these By-Laws, except when any of them is closed because the Association, Board of Directors, or committee determines that it is meeting in an executive session.

Section 6. Inspection. Members may inspect the records of the Association.

Section 7. Resignation: Any Member who wishes to resign from the Association may notify the Secretary in writing that their name be removed from the membership roll. Any Affiliate that wishes to terminate its relationship with the Association may notify the Secretary or treasurer in writing that they want to discontinue their Affiliate designation. There is no provision for the return of Member fees or Affiliate fees.

## **Article 6**

### **Membership Voting and Parliamentary Authority**

Section 1. Quorum. At any meeting of the Association, the presence in person of twenty (20) percent of the Members shall constitute a quorum. When a quorum is present at any meeting of the Association, a majority of votes cast by those Members entitled to vote on the subject matter shall decide any questions brought before the Association at such meeting, unless some greater vote is required by law, the Articles of Incorporation, or these By-Laws.

Section 2. Rules of Order. The Board of Directors shall determine the manner in which decisions are made. Where there is a lack of determination to the contrary, the rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any special rules of order the Association may adopt.

Section 3. Binding Vote. An affirmative vote of more than fifty (50) percent of the Members present shall be binding on the Association.

Section 4. Voting Authority. Each Member of the Association shall be entitled to cast one vote in the election of the Directors of the Association and may cast a single vote on any matter that comes before them at any authorized meeting of the Association.

Section 5. Dissolution. Members may dissolve the Association by a 2/3 majority vote of the Members present at a meeting of the Association called for such purpose or at a meeting of the Association at which the notice for such meeting includes the proposed dissolution.

## **Article 7**

### **Board of Directors**

Section 1. Number, Election and Terms. The governance of the Association shall be vested in a Board of Directors, which shall consist of a number of persons within the limits specified in the Articles of Incorporation.

Directors shall be elected by a majority vote of the Members. The members shall elect the Directors at the Annual Meeting of the Members. The election of Directors shall be by secret ballot. However, if any candidate is unopposed, the candidate may be elected to their position by a motion.

At the Annual Meeting of the Association immediately following the meeting at which this amendment to the By-Laws is duly adopted, the term of office of four (4) Directors shall be fixed at three (3) years; the term of office of two (2) Directors shall be fixed at two (2) years; and the term of office of the remaining Director shall be fixed at one (1) year. At the expiration of the initial term of office of each respective Director, their successor shall be elected to serve a term of three (3) years. The Directors shall hold office until their successors have been elected and qualified. If at any time before all Directors are elected to terms of three (3) years, the number of Directors is increased, the terms of such additional Directors shall be fixed so that their terms are one (1) year for their first term. If at any time before all Directors are elected to terms of three (3) years, the number of Directors is decreased, none of the Directors may be removed from their positions until their term in office has expired. Subject to these requirements, each Director shall hold office for a term of three (3) years, until the next Annual Meeting of the Association and until their successor is elected and qualified.

Section 2. Eligibility. Any Member of the Association is eligible to be a Director.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary of their decision to resign. Unless indicated in such notice to the contrary, any such resignation shall be effective immediately upon submission or transmission to the Secretary.

Section 4. Vacancies. Vacancies in the director positions shall be filled by the affirmative vote of a majority of the remaining Directors then in office, and the Director so chosen shall hold office until their respective successor is duly elected at the next Annual Meeting of the Association.

Section 5. Limit on Terms Served. Directors may serve successive terms without limits.

Section 6. Removal. A Director designated for removal shall be so removed by a majority vote of the Members present at a meeting of the Association.

Section 7. Meetings. The Board of Directors must meet at least once every year.

Section 8. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting. When a quorum is present at any meeting of the Board of Directors, a majority of the Directors present shall decide any question brought before such meeting. Any Director who is unable to attend any meeting of the Board of Directors or the Association shall notify the President of their intended absence at least twenty four (24) hours prior to the start of the meeting.

Section 9. Unanimous Action. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if all of the Directors in office provide their consents, written or by electronic mail, setting forth the action taken or to be taken, at any time before or within five (5) business days after the intended effective date of such action. Such consents shall be filed with the minutes of the Board of Directors and shall have the same effect as a unanimous vote.

Section 10. Committees. The Board of Directors, by a majority vote, may designate one or more committees, each committee to consist of one or more of the Directors, which, to the extent provided in said vote or in these By-Laws and allowed by law, shall have and may exercise the powers of the Board of Directors in the management of the affairs of the Association. Such committee or committees shall have such name or names as may be determined from time to time by the Board of Directors. Such committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

## **Article 8**

### **Officers**

Section 1. Principal Officers of the Association. The principal officers of the Association shall be a president, a vice-president, a secretary and a treasurer. Any principal officer of the Association must be a duly-elected Director of the Association. The President, Vice President, Secretary, and Treasurer shall be selected annually by a majority vote of the Board of Directors of the Association at a meeting of the Board of Directors held at any time after the Annual Meeting of the Association. The President may not serve more than two (2) consecutive terms.

Section 2. Additional Officers. The Board of Directors, in its discretion, may appoint such other officers, agents or employees as it may deem advisable, and prescribe the powers, duties and tenure thereof.

Section 3. Vacancies. Any vacancy in any office may be filled by the Board of Directors. Any officer so selected and required to be selected annually by the Board of Directors shall hold office until their successor is selected and qualified.

Section 4. Removals. The Board of Directors may, by majority vote, remove from office any officer, agent or employee elected or appointed by them.

Section 5. President. The President shall be the executive director of the Association and, when present, shall preside at all meetings of the Association and the Board of Directors, and shall be empowered to speak on behalf of the Association consistent with the purposes and objectives of the Association or when specifically authorized to do so by the action of the Board of Directors. The President shall manage the general affairs of the Association subject to the direction of the Board of Directors. Unless some other person is hereunto authorized by vote of the Board of Directors, and unless the Treasurer shall sign, the President is authorized to sign all checks and drafts of the Association payable for amounts over \$100.00 up to and including \$500.00. The President is authorized to sign checks and drafts of the Association payable for amounts over \$500.00; however, the signature of the Treasurer is also required on said checks and drafts. The President shall perform such other duties and have such other powers as are commonly incident to the office and as the Board of Directors may designate.

Section 6. Vice President. The Vice President shall perform the duties and exercise the powers of the President in the President's absence and shall perform such other duties and have such other powers as the Board of Directors may designate.

Section 7. Secretary. In addition to any other duties assigned to the Secretary under these By-Laws, the Secretary shall keep accurate records of the meetings of the Association and the Board of Directors, including votes and minutes, in a book or other record, including electronic or digital in nature, kept for that purpose, and shall make copies of same available at meetings of the Association and the Board of Directors or as determined by the Board of Directors. The Secretary shall have custody of the permanent records of the Association. The Secretary shall, in conjunction with the Treasurer, determine the persons who are Members of the Association and maintain a list of Members. The Secretary is responsible for providing or causing to provide notice of all meetings of the Association by posting, public announcement, publication, electronic posting, or electronic transmission. In addition, the Secretary shall perform such other duties and have such other powers as the Board of Directors from time to time may designate.

Section 8. Treasurer. The Treasurer shall direct the keeping of accounts of the Association and direct and attend to the depositing of the funds and securities of the Association in such depositories or with such custodians, as the Board of Directors shall designate. Unless the Board of Directors by vote directs otherwise, the Treasurer may endorse for deposit or collection all notes, checks and other instruments payable to the Association or its order, and may accept drafts on behalf of the Association. In addition, the Treasurer is authorized to sign all checks and drafts of the Association payable for amounts up to and including \$100.00, unless some other person is thereunto specifically authorized by vote of the Board of Directors. The Treasurer is authorized to sign checks and drafts of the Association payable for amounts over \$500.00; however, the signature of the President is also required on said checks and drafts.

## **Article 9**

### **Meetings**

Section 1. Regular Meetings. Regular meetings of the Association shall be held in such places and at such times as the Board of Directors may determine. All meetings of the Association and the Board of Directors and its committees shall be open to the Members of the Association.

Section 2. Notice of Meetings. Notice of all meetings of the Association shall be given by posting, public announcement, publication, electronic posting, or by electronic transmission, and shall be given at least seven (7) days prior to the meeting. When sent by electronic mail, such notice shall be directed to the last known electronic mail address provided to the Association by the Member.

Section 3. Special Meetings. Special meetings of the Association may be held at any time or place, whenever called by the President, on the written request of two (2) Directors, or on the written request of three (3) members of the Association.

Section 4. Fiscal Year. The fiscal year of the Association shall run from January 1 through December 31.

Section 5. Annual Meeting. The Association shall hold its Annual Meeting for the election of Directors in November of each year. The time, and place of the Annual Meeting shall be determined by the Board of Directors, or, if the Board of Directors has not so determined, by the President. Except when otherwise required by law or these By-Laws, any business may be transacted at the Annual Meeting irrespective of whether or not the notice of meeting shall have contained a reference thereto.

## **Article 10**

### **Bank Accounts, Checks, Notes**

Section 1. Deposits. All fund of the Association shall be deposited to the credit of the Association in such banks or trust companies or other depositories as the Board of Directors may designate.

Section 2. Checks. All checks and drafts on the Association accounts shall be signed by the Treasurer or the President, or by such other officer or employee as the Board of Directors may from time to time designate, subject to such requirements as to counter signature or other conditions as the Board may from time to time determine.

Section 3. Contracts and Notes. All contracts and deeds and all promissory notes and other obligations of the Association other than checks and drafts shall be signed by both the President and the Treasurer unless the Board of Directors shall specifically authorize signature by one of them or some other officer or agent.



## **Article 11**

### **Financial Management**

Section 1. Donations. The Board of Directors shall be responsible for the solicitation of donations from the public or from such other sources as it deems appropriate for the purpose of providing for the needs of the Association. No donations shall be solicited or accepted in any manner inconsistent with the requirements of a tax-exempt organization as determined by the Internal Revenue Code.

Section 2. Activities. The Association may conduct other revenue producing activities for the purpose of supporting its primary purposes, provided such activities are fully consistent with the requirements of a tax-exempt organization.

## **Article 12**

### **Amendments**

Section 1. Amending the Bylaws. The organization may amend or repeal any provision of these by-laws by the affirmative vote of two-thirds (2/3) of the duly registered voting members of the organization at the Annual meeting, provided that notice of the proposal to amend or repeal any part of these by-laws shall have been given in the notice of said meeting.

Section 2. Amending the Articles of Incorporation. Amendments to the Articles of Incorporation may be proposed by any member in a written communication to the Secretary, and shall be submitted to a regular or special meeting of the members which written communication shall include the specific wording of the proposed amendment. To be taken up at a meeting of the Board of Directors, the proposed amendment must be approved by a majority of the members present at such meeting. Thereafter, the approved amendment must be ratified by a majority vote of the Board of Directors to become effective. Alternatively, any member of the Board of Directors may propose amendments to the Articles of Incorporation, such amendments must be approved by a majority of the Board of Directors; such approval by the Board shall be ratified by a majority of the members present at that meeting or at the next Annual Meeting or at any Special Meeting of the membership called for this purpose, whichever occurs first.

## **Article 13**

### **Indemnification**

Section 1. Right to Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was a Director, officer, employee or agent of the Association, or is or was

serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in such action, suit or proceeding; provided that no indemnification shall be provided for any person with respect to any matter in which he or she has been finally adjudicated in any action, suit or proceeding that finds him or her to not have acted in good faith or, with respect to any criminal action or proceeding, is found to have acted unlawfully. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in his reasonable belief that his or her action was in the best interests of the Association, and, with respect to any criminal action or proceeding, has reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnity Against Expenses. Any provision of Section 1 to the contrary notwithstanding, to the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith.

Section 3. Advancing of Expenses. Expense incurred in defending a civil or criminal action, suit or proceeding described in this Article may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the Director, officer, agent, employee or volunteer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. Insurance. The Association may purchase and maintain insurance on behalf of persons who are or were a Director, officer, employee, agent or volunteer of the Association, against any liability that is or may be asserted against any such persons and incurred by any such persons in any capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

## **Article 14**

### **Corporate Assets and Earnings**

Section 1. Investments. The Association shall have the right to open and maintain bank accounts in the normal course of business. The Association shall have the right to retain all or any part of any securities or property

acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 and applicable regulations relating thereto as they now exist or as they may hereafter be amended.

Section 2. Inurement Prohibition: Interest in Contracts. No member, Director, officer, committee member or employee of, or any person connected with the Association or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Association in effecting any of its purposes, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. Any member, Director, officer, employee, committee member, or agent of the Association may be interested directly or indirectly in any contract relating to the operation of the Association, and may freely make such contracts, enter transactions or otherwise act on behalf of the Association, if so directed, notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that is, such interested member, Director, officer, agent, committee member, employee or person connected with the Association shall disclose to the Board of the Directors the nature, extent and material terms of such contract or transactions; ii., is such person is a Director, refrain from voting on any matter before the Board that bears upon such contract or transaction; and, iii., any such contract or transaction shall be at arm's length and shall be otherwise in compliance with the requirements of this Article.

Section 3. Dissolution. Upon the dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, after all debts have been satisfied, the assets of the Association then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more charitable, scientific, educational or religious organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government or to a state or local government for a public purpose.

END

Date of most recent approved revision of the by-laws: November 9, 2022