

# ARTICLES OF ASSOCIATION OF SOUTH COLE NEIGHBORHOOD ASSOCIATION

## ARTICLE I NAME

The name of the association shall be "South Cole Neighborhood Association," (hereinafter, the "Association").

## ARTICLE II OFFICE

The principle office of the Association shall be the mailing address of the President of the Association.

## ARTICLE III PURPOSES

The Association is organized and will be operated to: A) provide an open process by which all members of the association may involve themselves in the affairs of the neighborhood; and B) identify the physical and social needs of the neighborhood; and C) identify ways to meet those needs, including seeking funding sources and programs; and D) educate members about issues affecting neighborhoods; and E) engage the neighborhood in the City of Boise planning and development process; and F) provide an opportunity for the people of the neighborhood to participate in the decision-making processes of the agencies that impact neighborhoods.

## ARTICLE IV STRUCTURAL ORGANIZATION

This Association shall be composed of a Board of Directors and its officers, and a general membership as specified in the Bylaws of the Association. Voting rights and procedures are to be as specified in the Bylaws of the Association.

## ARTICLE V POWERS

The authority of the Association is vested in the members as prescribed in the Bylaws of this Association. The Association is empowered to: A) collect and disseminate information; B) conduct public meetings; C) engage in funding and fund-raising activities; and D) promote the purposes of the Association.

ARTICLE VI  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by the Board of Directors. The Directors shall be elected in the manner and for the terms as provided by the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

A) President: Phillip D. VanSickle

Address: 6228 South Latigo Dr. Boise, ID 83709

B) Vice President: Chris

Address: 5545 South Latigo Dr. Boise, ID 83709

C) Secretary: David L. Clayton

Address: 7004 W. Ring Perch Ct Boise, ID 83709

D) Treasurer: Marti Darrow

Address: 7850 South Cole Rd Boise, ID 83709

ARTICLE VII  
ARTICLES AND BYLAWS

The Articles and Bylaws of this Association may be altered, amended, or new Bylaws adopted as set forth in the Bylaws of the Association.

ARTICLE VIII  
DISTRIBUTION OF PROPERTY ON DISSOLUTION

If the Association dissolves, its property shall be liquidated and the proceeds shall be distributed pro-rata to its members of record.

# **BYLAWS OF SOUTH COLE NEIGHBORHOOD ASSOCIATION**

## **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 bounded on the East by Pleasant Valley Road and S. Orchard Avenue, on the North by I-84, on the West by Maple Grove Road, and on the South by the boundaries of the City's Area of Impact.

## **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 for Board or Association service, activities, programs or projects.
- Voting**                        Section 3. For purposes of voting, signing name and address in the "Official Membership List" at the annual meeting 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 be 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.

### 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 the Board or 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 no less than 24 hours prior to the meeting. 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 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 which may occur include: 1) election of Board of Directors and Officers, 2) to discuss items placed on the agenda by a member, 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 percent of the Association membership, as necessary to further the purpose of this association. Actions which may occur include: 1) to amend the Association's Articles and Bylaws. Members of the Association must be notified of proposed bylaws amendments by at least two of the following methods, email, social media, direct mail, hand delivery, at least five calendar days in advance of the meeting at which they would be considered. 2) to 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) to discuss items placed on the agenda by a member, 5) to vote on a grievance.

#### 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 two of the following three options, email, social media, or direct mailing to such member, at least seven days prior or hand delivered at least five 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 8. In the case of a meeting of the general membership, a quorum shall be in effect when at least twenty-five 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 9. The Board of Directors shall meet at least quarterly in accordance with a schedule established at the annual membership meeting. ***Regular Board meetings shall be held as follows: ..... (Please fill in with desired meeting dates, such as 3<sup>rd</sup> Thursday of the month (may choose to cancel the December meeting at their discretion with required public notice specified in Article...Section of these Bylaws.)*** The general membership is encouraged to attend these meetings. Actions which 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; and 4) to fill a vacancy during an officer's term; 5) to discuss items placed on the agenda by a member. For the quarterly board meetings, meetings dates shall be published through social media at least seven days in advance of the meeting. No further notice other than the dates announced at the annual meeting are required, unless those dates are subsequently changed. Then, the full notice procedure outlined in Section 6. of these Bylaws 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 which may occur include but are not limited to: 1) to review proposed development projects and take 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) to resolve grievance issues. The complainant, Board, and Grievance Committee shall be notified of such meeting by mail; and 3) to discuss items placed on the agenda by a member. For special board meetings, notice shall be to the entire Board of Directors by email or United States Postal Service.

**Board Quorum** Section 10. 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 three (3) individuals and not more than eight (8), 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 elected 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 and/or email 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 three (3) un-excused absences for consecutive meetings shall be automatically removed from the Board of Directors. 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 one committee:

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

**Potential Committees** Section 3. Committees including but not limited to the following may be formed:

1) Community Building Committee, 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.

2) Neighborhood Reinvestment Committee whose purpose is to develop possible projects which might be funded through the City of Boise's Neighborhood Reinvestment Grant (NRG) program. The Board of Directors must approve any project submitted for funding through the NRG program.

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

## **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 five 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. The City's Planning & Development Services Department 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 will in writing, 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 within ten (10) calendar days of the date on which the Board met to consider the recommendation of the Grievance Committee.

#### **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. Proposed amendments must be reviewed and approved by the City of Boise Planning and Development Services Department prior to presentation to the Association membership for vote. Amendments go into effect immediately following their adoption.

#### **ARTICLE VIII. ADOPTION OF ARTICLES OF ASSOCIATION AND BYLAWS**

Section 1. The undersigned, being a majority of the members present at the meeting of the Association held (date) 11/21/16, do hereby certify that the within and foregoing Articles of Association and Bylaws constitute the Articles and Bylaws of such Association:

1. ~~\_\_\_\_\_~~
2. ~~\_\_\_\_\_~~
3. ~~\_\_\_\_\_~~
4. Earl Hinnick
5. Martin Damm
6. Chuck Thomas
7. Bless Stephens
8. A
9. \_\_\_\_\_
10. \_\_\_\_\_
11. \_\_\_\_\_
12. \_\_\_\_\_
13. \_\_\_\_\_
14. \_\_\_\_\_
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