

EAST HILLS COUNCIL OF NEIGHBORS BY-LAWS

Adopted in February 2007

ARTICLE I NAME & BOUNDARIES

Section 1: The name of the organization shall be the East Hills Council of Neighbors hereafter referred to as East Hills.

Section 2: The East Hills boundaries shall include Wealthy Street to the South, Fuller Avenue to the East, East Fulton Street to the North and Union Street to the West inclusive of the Wealthy Street, East Hills and East Fulton business district borders.

ARTICLE II STATEMENT OF PURPOSE

Section 1: Mission

The mission of East Hills is to build and maintain a beautiful, diverse, friendly and safe place in which to live, work, shop and play.

Section 2: Activities

- A. Promote communication, cooperation and friendship among the residents of East Hills and other community organizations.
- B. Maintain and improve the property and physical appearance of East Hills.
- C. Assist local businesses to survive and prosper in East Hills.
- D. Develop awareness and a spirit of pride and individual responsibility in East Hills.
- E. Have a role in civic matters affecting East Hills.
- F. Identify neighborhood issues and needs and to develop and implement solutions.
- G. Encourage the development of multi-block clubs, to pursue the aforementioned objectives.
- H. Receive and disburse money, gifts, grants, bequests and goods for community service and charity.

Section 3: This corporation is organized exclusively for charitable, religious, educational and scientific purposes and for such other purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1954 as amended. This corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 amended. No part of EH net earnings inure to the benefit of any member, founder, contributor or individual.

ARTICLE III MEMBERSHIP

Anyone over the age of 16, owning or leasing property or living within the boundaries of East Hills shall be considered a member and is eligible to vote at meetings of the East Hills general membership and is eligible to serve on the Board of Directors.

Non-resident business owners, or a designated employee, whose business is located in, or does substantial business in, East Hills shall be considered a member upon paying annual membership dues and is eligible to vote at meetings of the East Hills general membership and is eligible to serve on the Board of Directors.

Representatives of non-profit public benefit organizations who are active in East Hills (i.e. CDC's, Foundations) shall be considered a member upon paying annual membership dues and is eligible to vote at meetings of the East Hills general membership and is eligible to serve on the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1: Size

The Board of Directors shall consist of seven to eleven (7-11) Directors with a large majority (5-7) being residents of East Hills.

Section 2: Terms

All directors shall serve for a two (2) year term. They shall serve until the end of the term for which they were elected or until their successors shall be duly elected.

The terms of office shall be staggered so that three to five (3-5) directors shall complete their terms alternating with the other four to six (4-6) directors. No director may serve more than two (2) consecutive terms.

Section 3: Duties

The Board of Directors shall be responsible for the development and maintenance of governing policies for all areas of EH operations. In addition, it shall be responsible for evaluating its staff, assuring financial stewardship, planning resource development, setting strategic direction and evaluating all programs and services.

Section 4: Meetings

The board of Directors shall meet each month (a minimum of ten (10) times per year) or at the call of the Chairperson.

Section 5: Quorum

A quorum shall consist of the majority of Directors holding office.

Section 6: Officers

The Executive Committee of the Board of Directors shall consist of the offices of the Chairperson, Co-Chairperson, Secretary, and Treasurer as chosen under Article V.

Section 7: Attendance

All Directors are expected to attend all meetings of the Board of Directors and all meetings of East Hills. If a Director is unable to attend, notification shall be given to staff or another Director prior to the meeting.

Section 8: Removal

Any director who is absent from three (3) regular meetings annually of the Board of Directors may be removed from office by a majority vote of the Directors holding office. Any Director may also be removed from office by a majority vote of the members present at a meeting of East Hills called for this purpose.

Section 9: Vacancies

Board vacancies which arise from time to time shall be filled by the Executive Committee and confirmed by a vote of the Board of Directors.

Section 10: Nominations

The Chairperson shall nominate and the Board of Directors shall appoint members to a nominating committee at least two (2) months prior to the elections. The Nominating Committee shall solicit candidates by following up on suggestions from the membership, the current board, multi-block clubs, staff, or volunteers of East Hills. The Committee shall work to ensure equal representation of all members of East Hills by including candidates representing different ethnic groups, both sexes and differences in age, economic status and geographic area. At the time of the election nominations may be accepted from the floor and shall require a second.

ARTICLE V THE EXECUTIVE COMMITTEE

Section 1: Appointment of Officers

The officers shall be elected from the Board of Directors at the first meeting of the Board, after each Board election. Officers shall serve for one year.

Section 2: Duties

Chairperson: The Chairperson shall preside at all meetings of the Board of Directors and East Hills, appoint committees with the approval of the Board of Directors, call Executive Committee meetings, Board of Directors meetings, and East Hills meetings, and perform all other duties as assigned by the Board of Directors or East Hills.

Co-Chairperson: The Co-Chairperson shall assist the Chairperson with the duties listed above and shall perform all duties of the Chairperson in his/her absence or disability.

Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors and East Hills, and perform all other duties as assigned by the Board of Directors or East Hills.

Treasurer: The Treasurer shall oversee the receipt, depositing and accounting of all money of East Hills, shall report to the Board of Directors at each of its regular meetings and to East Hills at each of its regular meetings and perform all other duties as assigned by the Board of Directors.

Section 3: Meetings

The Executive Committee shall meet at least quarterly to act on personnel and fiscal matters and perform all other duties as assigned by the Board of Directors or East Hills.

ARTICLE VI COMMITTEES

Section 1: All committee recommendations shall be acted upon by the Board of Directors, except that the Board of Directors may provide independent authority to any committee for a specific purpose.

Section 2: Each Director shall serve on a committee and shall recruit other members of East Hills to serve on committees with the approval of the Board of Directors.

Section 3: Committee members may select a chairperson from within their ranks. The Chairperson shall preside over the committee meetings.

Section 4: Each committee shall choose a member of the committee who is also a director to serve as liaison to the Board of Directors.

Section 5: The following shall be the Standing Committees:

- A. **Executive Committee:** Shall be responsible for overseeing the finances of East Hills, personnel, nominations and setting meeting agendas.
- B. **Neighborhood Issues :** Shall be responsible for the block clubs, newsletter, housing and crime prevention programs, youth activities.

C. Fundraising: Shall be responsible for planning, setting goals, fund raising, membership involvement and volunteerism and community relations.

Section 6: The Executive Committee may appoint any ad hoc committee when deemed necessary.

ARTICLE VII ASSOCIATION MEETINGS

Section 1: The Board of Directors shall call at least one (1) regular meetings of East Hills per calendar year.

Section 2: Special meetings of East Hills may be called by the Board of Directors or it's Chairperson, and shall be called upon the written request of nine (9) members of East Hills who are not Directors. The purpose of such meetings shall be stated in the call. Except in cases of emergency, at least seven (7) days notice shall be given of such meetings. Notice to all members shall be in writing and every effort shall be made to inform all members of East Hills of such meetings.

Section 3: A majority of members present shall constitute a quorum for the conduct of any and all business.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern EH, it's Board of Directors, and it's committees, in all cases to which they are applicable and in which they are not consistent with these by-laws and any special rules or order which East Hills, it's Board of Directors and it's committees may adopt.

ARTICLE IX - DISSOLUTION

In the event of the dissolution of East Hills, all funds, properties, and other assets shall be conveyed to an organization sharing the objectives of Article II of these by-laws and holding tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, as directed by the Board of Directors.

ARTICLE X - AMENDMENTS

Amendments to these by laws may be adopted by two-thirds (2/3) vote of the members present at a regular meeting of East Hills or at a special meeting called for that purpose. Written notice of the proposed amendment shall be supplied to members at least thirty (30) days prior to the meeting.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any Director or officer of the corporation who was or is party or is threatened to be made a party to any threatened, pending or completed action, suite, or proceeding by reason of the fact that he or she is or was a Director or officer or is or was serving at the request of the corporation in another capacity to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may further indemnify Directors and officers, and may indemnify persons who are not Directors or officers to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors.

A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws that reduces the scope of indemnification shall not apply to any action or omission that occurs before the change.