

HERITAGE HEIGHTS COMMUNITY ASSOCIATION CONSTITUTION AND BY-LAWS

*Initially adopted May 26, 1969
Amended ____ 2013
DRAFT BY HEATHER SOKASITS*

Article I (Name and History)

The name of organization shall be “Heritage Heights Community Association” hereinafter referred to as the “HHCA”.

The HHCA has first organized on May 26, 1969 to represent homeowners living in the neighborhood to discuss civic matters, to deal with problems, and to promote social and recreational activities. In the years since its founding, these purposes continue to be the focus. Today’s HHCA continues to work to respond to community needs and interests and to represent the area as we work with other civic and community organizations.

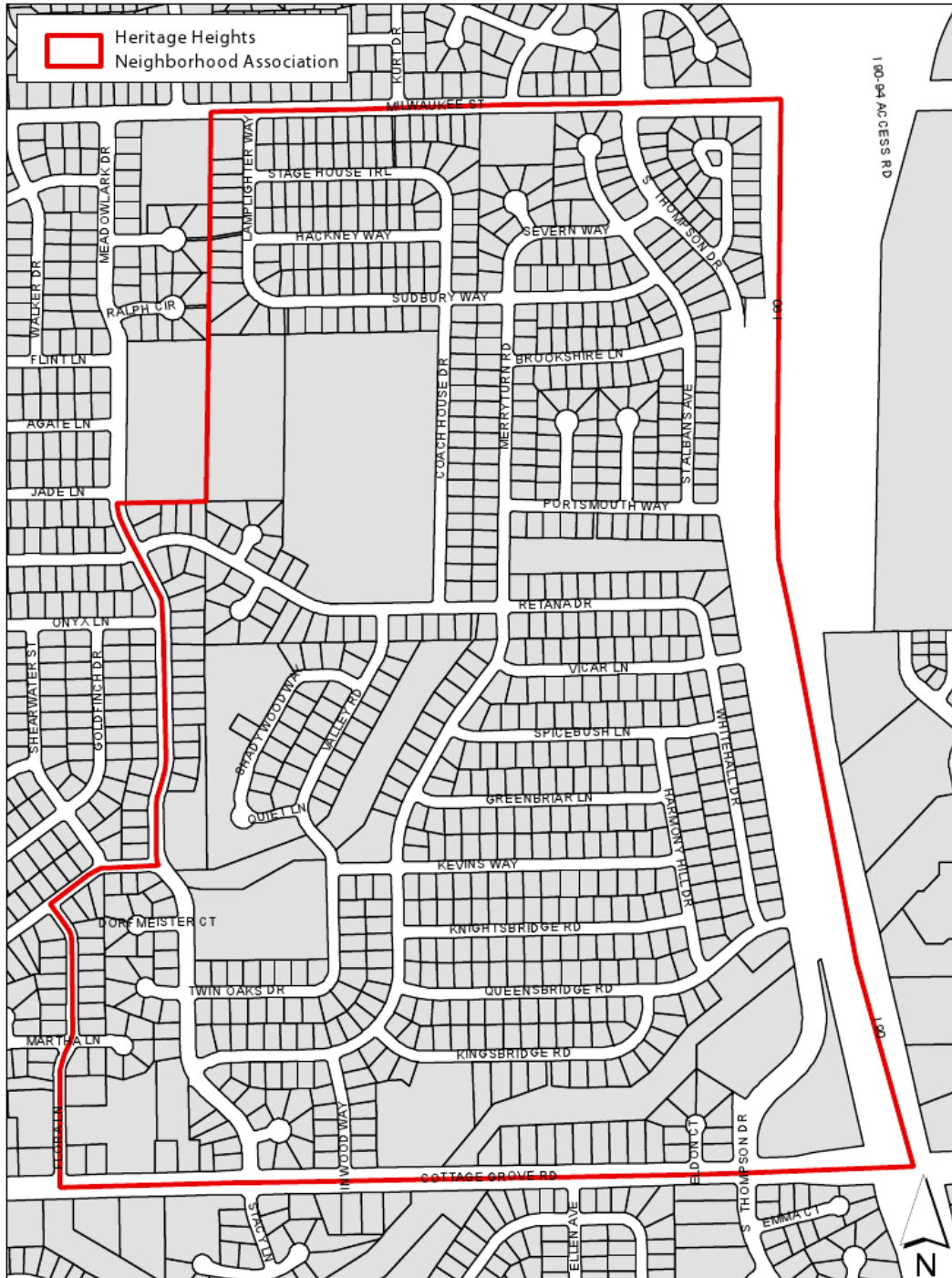
Article 2 (Purpose)

The HHCA is a non-profit neighborhood association organized for the purpose of encouraging neighborhood communication and citizen participation. The Committee shall be educational and advisory in nature. The mission is to promote safety, community, neighborhood beautification and education.

The specific and primary purposes of the organization are to arrange and conduct neighborhood meetings; to study and review all city proposals of a commercial or residential nature and make recommendations to the appropriate governmental and private entities; to promote neighborhood improvement and revitalization; to act as a contact between the City of Madison in general and the residents of this area; and to see that the character of the neighborhood is maintained.

Article 3 (Area)

Neighborhood Boundaries (referenced from the City of Madison) include the southern side of Milwaukee Street between Lamplighter and Thompson, north to south from Milwaukee Street to Cottage Grove Road, including the northern edge of Cottage Grove Road. The east-west boundary will be from west of Interstate 90/39 to the eastern side of Meadowlark beginning south of Kennedy School. The block containing houses with the following street boundaries (Hermsmeier, Flora Lane, Cottage Grove Road and Meadowlark) is also included.



Article 4 (Membership)

Any person who lives, owns property, owns or operates a business or works in the Heritage Heights Neighborhood as defined in Article 3 of these by-laws is eligible to become a member of the HHCA. There is no limit to the number of members.

No person shall be denied membership in the organization because of consideration of race, religious belief, color, gender, age, sexual preference, national origin, economic status or disability. Membership is not transferable or assignable.

Section 2: Qualified and Voting Members

The Association shall maintain a list of the membership. The list will be made available to officers and members of the Association upon request. The Association membership list may only be used for matters of the Association. The list may not be sold or loaned to other organizations for the purpose of soliciting from our membership.

Responsibilities of membership include:

1. Participate in issues/concerns that relate to immediate neighborhood and/or personal concerns such as signing petitions, participating on a Committee, bringing issues/concerns to the attention of the membership or attending meetings
2. Participate in voting process to change Association By-laws and Protocols, establish Committees, change Committee functions or Leads, and other issues/concerns as needed
3. Follow the Association By-laws and Protocols
4. Respect other members views and positions on issues/concerns, even if you disagree, by allowing them to voice their opinions or experiences before the membership
5. Members should not misrepresent themselves as representatives of the Association, unless authorized to do so by the Board of Officers
6. Members should not make statements, imply or give the impression that they represent the Neighborhood Association on any issue/concern without explicit approval of the Association Committee and Committee Lead(s)
7. Each member should maintain productive working relationships with all Association membership and Committees, as well as public and private agencies and non-members

Section 4: Membership Dues

Homeowner/Resident Dues – Membership dues are considered up front donations towards the HHCA'S activities. Membership is entirely voluntary. Those who do not pay membership dues are welcome to attend any event or activity but are asked to pay a cover charge at the door to support the activity's costs. An annual membership charge of \$12 per household

assures free entrance to any event, free newsletters, and a complimentary membership packet annually that lists a homeowner and business directory, by-laws, calendar of events and general information packet.

Business Membership Dues – Membership dues are considered up front donations towards the HHCA’S activities. Membership is entirely voluntary. Those who do not pay membership dues are welcome to attend any event or activity but are asked to pay a cover charge at the door to support the activity’s costs. An annual membership charge of \$100 entitles the business to 2 to 4 complimentary ¼ page advertisements or full page Business Highlight in the Heritor per year. They can also be included in events as speakers or sponsors.

Article 5 (Membership Meetings)

Section 1: Annual Meetings – There shall be at least one annual meeting of the members during each calendar year at a time and place in the Heritage Heights Neighborhood as set by the Board. At such time reports of the activities of the organization shall be presented by the officers to the members, board members shall be elected and other membership business transacted.

Section 2: General Meetings – General meetings of the membership will be held at least six (6) times a year at a time and place to be determined by the Board. These meetings shall be informational and participatory in nature.

Section 3: Special Meetings – Special meetings of the membership may be called by the Chairperson or two-thirds of the Board members or by twenty-five (25) members of the organization.

Section 4: Notice – Notice of general or annual meetings shall be posted in the Heritage Heights Heritor.

Section 5: Open Meetings – All meetings shall be open to the public.

Section 6: Minutes – Minutes of all meetings will be kept in the minute book of the organization and will be available upon request.

Section 7: Social Events – The Board shall provide at least four events to the community per membership year. All care must be taken to invite all residents to events. In order to build community spirit, outside friends and families are welcome to attend for a small charge in order to support the Association.

Article 6 (Board of Directors)

The Association shall be governed by an uneven number of Board of Directors, each of whom resides in Heritage Heights. An election by the Membership at the Annual Meeting shall take place if more than seven persons are nominated to serve on the board. The board of directors shall govern the Association to fulfill the policies stated in the by-laws and as directed by the membership.

Section 1: Elections of Directors and Officers

1. Directors shall be elected for a two year term. Candidates for the Board must be members of the HHCA who are in good standing.
2. Election of Directors and Officers shall proceed as follows:
 - a. At the February meeting the President shall appoint a representative Nominating Committee which shall select a number of candidates which totals at least two more than the board vacancies; normally fifty percent of the total number of Board members, plus one for each vacancy occurring through resignation.
 - b. No later than two weeks prior to the annual meeting in April, the Board of Directors shall notify the membership of the candidates selected by the Nominating Committee, enclosing absentee ballots to be returned by those unable to vote in person.
 - c. Election of Directors shall be held at the Annual Meeting in April. For election purposes only, absentee ballots shall be counted in determining whether the required numbers of members are available to constitute a quorum. Nominations of candidates may be made from the floor prior to voting. Voting shall be written ballot cast by those members present at the meeting. Following the voting, written ballots and absentee ballots will be tallied. Vacancies shall be filled by the candidates receiving the highest number of votes cast and the newly elected Board members announced following completion of the tally.
 - d. The newly-elected Board Members shall attend the next Board meeting at which time the retiring President shall preside over the election of new officers. Qualification for the various offices shall be at the discretion of the Board except that candidates for the office of President should have at least one year's Board experience. The retiring President and retiring Standing Committee Chairmen shall provide general information on their duties to their replacements.
 - e. Prior to the year end, the retiring President and all Standing Committee Chairmen shall prepare comprehensive written reports of the year's activities and submit them to the new Board.
 - f. The transfer of responsibilities to the newly elected officers and appointed Standing Committee Chairmen start in September.
 - g. Board members may be reelected.

Section 2: Board Responsibilities

1. Attend all board and committee meetings; if unable to attend, have a valid reason for the absence.
2. Have a thorough knowledge of the association by-laws and articles of incorporation.
3. Keep informed of the association's activities and operations.
4. Ensure statutory and administrative requirements are met by filing necessary reports, filing minutes, etc.
5. Record all votes and actions in the board minutes.
6. Avoid conflict of interest; discourage any business transactions between board members and the association, unless conducted entirely in the open and with strict safeguards.
7. Make no personal profit from association activities.

Section 3: Conduct – Directors shall attend as many meetings as possible; treat every member courteously and with respect especially during times of disagreement; report any disagreements to President or Vice President; ask for help when needed; follow email etiquette at all times with board members and neighbors (do not shout, do not use foul language, do not be disrespectful, etc.); use BCC option for mass emails with neighbors; any mass email to the neighborhood or from the association needs to be approved by both the president and the vice president prior to being sent.

Section 4: Vacancies – Vacancies on the board shall be filled by the Board of Directors at any regular or special meeting. The person(s) so selected shall serve until the expiration of the term of office of the board member whose position it is necessary to fill. At this time there is no expiration for any term of office. Directors may resign at any time. In the event of the resignation of an officer or in the event that an officer becomes ineligible or unable to continue in office, the Board of Directors may appoint a member to fill in the vacancy for the remainder of the term. The position may not be filled by any board member that currently holds a position.

Section 6: Removal of Directors – The membership of the Association or the board may call a special meeting of their respective bodies for removal of a director. Removal shall be by majority vote of those present at the meeting.

Section 7: Quorum – A quorum for the transaction of business at any regular or special meeting of the board shall be a simple majority of the members present. A majority of those present shall have the power to adjourn the meeting to a future time.

Section 8: Order of Business

- A. Call to order
- B. Approval of last month's minutes
- C. Board member Reports
- D. Standing Committee reports
- E. Unfinished Business
- F. New Business

Section 9: Officers –The Board of Directors shall consist of an uneven number of Chair Members: President, Vice President, Treasurer, Secretary, and other Chairs. There is no compensation for any of these positions. Should such officers not be present, their functions may be performed by any of the members present, as chosen by those in attendance.

1. President shall have the duty and authority according to the following: Serve as master coordinator of subcommittees, run meetings; set agenda; manage committees, manage the annual social event calendar and budgets, help to assign/recruit event coordinators, write President’s Report for Heritor and give to Editor by submission deadline; manage board member issues; socialize with neighbors; help out as needed and as often as possible; lead one neighborhood event; attend as many events as possible. President should work to build relationships with city officials, schools, police, and local businesses.
2. Vice President shall have the duty and authority the place of the President and performs the duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be delegated to him by the Board of Directors.
3. Treasurer shall have duty and authority according to the following: supervises the keeping of the financial books and records of the Association, manage checking account; organize paperwork; tracking event expenses, assist Membership Coordinator in processing and tracking active memberships when needed, report to the executive board when there are changes to the account or at least after the Annual Membership Drive in August-September and after each HHCA event.
4. Secretary shall have the duty and authority according to the following: Type up minutes and share them with the board and HHCA members; file or upload approved minutes to record keeping system maintained by the board, assist the President or Membership Coordinator in typing up letters or email communications and distributing them to members as needed, organize minutes to be imparted to new secretary.

Section 10: Standing Committees

Standing Committees do not need to attend meetings but must provide quarterly reports to the Board of Directors.

Communications Committee shall have the duty and authority according to the following: Serve as Communications Coordinator for Board and Committees, actively recruit, train

and coordinate neighborhood communications with the Newsletter Editor, Web Master and Social Media tools (Email, Facebook, Nextdoor). Work to keep messaging consistent.

Membership Committee shall have the duty and authority according to the following: Heads the Block Captain/Welcome Committee, manages the Annual Membership Drive, keeps database up-to-date; organizes written paperwork to be accessed as needed; provides updates to the board whenever any new information is added to database (specifically, relay numbers of new memberships, relay complaints, relay block captain number increases or decreases); communicate and build relationships with block captains, meet deadlines; assist in recruiting new block captains, provide information to any board member who requires information for neighborhood events or purposes; provide/print distribution information for each Heritor printing to Main Distributor that includes summary page for each block captain. Must be willing to attend most Board Meetings. Membership Committee Head must maintain Main Distributor and Quadrant Distributor network.

Parks Committee shall have the duty and authority according to the following: Heads the Parks Liaison Committee. Builds strong relationships with area park officials, sanctuary officials and plant and wildlife specialists. This person will work to build awareness about neighborhood health through gardening, landscaping, park and sanctuary preservation, and training. This person will head the Park Clean-ups and Sanctuary weed pulls and help to landscape around the signs. This person will also be responsible for assisting with a quarterly column the Heritor and helping coordinate the winter ice rinks with the city.

Safety Committee shall have the duty of creating and maintain avenues to help create a safe environment of community residents. This person heads the Safe Neighborhood Committee, builds relationships with local area police and traffic officials. This person will work to serve as a community liaison for these groups. This person shall also be responsible for writing a safety column quarterly for the Heritor and serving as the Safety Coordinator for one safety education meeting per membership year.

Social Committee shall have the duty and authority according to the following: Assists President with Annual Event Calendar, Works to build volunteer base for social functions, shows appreciation for all volunteers, tracks expenses for large events, serves as central head for all large functions, may assist with set-up and take-down at events, makes sure events have proper signage and is displayed properly. Must provide information to President for meetings. Must be willing to attend one board meeting quarterly.

Article 7 (Depository)

The funds of the Association shall be deposited in such financial institution as the board shall direct and shall be withdrawn only upon the check or draft of the Association signed by the Treasurer.

Article 8 (Amendments/By-laws)

By-laws shall be approved at an annual meeting or at a board meeting (when it has been advertised as such) by a majority vote. The approval date shall be posted. Amendments to these by-laws may be made by not less than a two-thirds (2/3) majority vote of those members present and voting at any annual or special meeting of the membership, except that this article and Article 9 can be amended only by two-thirds (2/3) majority vote of the membership.

Article 9 (Termination/Dissolution)

The association may be terminated by not less than a two-thirds (2/3) majority vote of the membership. All members must be notified in writing/email at least fourteen (14) days prior to the meeting. After termination, no funds of the Association shall be distributed to any member. Upon the termination of the Association, after payment of any outstanding debts, the Association funds will be contributed to a non-profit charitable, educational or recreational organization (or a like organization) in the Madison area in keeping with the Neighborhood's mission.

Article 9 (Books and Records, Fiscal Year, Office)

Section 1: Books and Records – The Board shall keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors, general meetings, special meetings and meetings of all standing committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization.

Section 2: Fiscal Year – The fiscal year of the organization shall be from January 1 to December 31, starting January 1.

Section 3: Principal Office – The principal office, if any, of the organization shall be in the Heritage Heights Neighborhood of the City of Madison, Wisconsin.

Article 10 (Checks, Deposits, and Dissolution)

Section 1: Checks and Drafts – All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Heritage Heights Neighborhood Association in excess of \$25.00 shall require two (2) signatures comprised of the Chairperson and the Officers of the Board. The Chairperson shall be empowered to be the sole signature on all checks of \$25.00 or less.

Section 2: Deposits – All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the Heritage Heights Neighborhood Association in such banks, trust companies, other depositories or investments as the Board of Directors may select.

Section 3: Payment of Obligations – Upon dissolution or liquidation of the Heritage Heights Community Association, either by the Court or otherwise, all assets of the Association shall first be applied to the payment in full of all legal debts, costs, expenses, obligations and liabilities.

Section 4: Distribution of Remaining Assets – any remaining assets of the Association shall be transferred or conveyed as practical to associations, organizations or domestic corporations, engaged in activities which will, as nearly as can be expected, accomplish the general purposes of this Association and which do qualify for tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code or amendments thereof.

Article 11 (Indemnification)

The organization, acting through its Board of Directors, or as otherwise provided in these By-Laws, shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Wisconsin or by any other applicable rules or principles of law, indemnify each officer of the organization against the expense of any action to which s/he was or is a party or is threatened to be made a party thereof by reason of the fact that s/he is or was an officer of the organization. Any provision in these By-laws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

Article 12 (Conflict of Interest)

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project or development that is being considered by the HHCA or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues. A conflict of interest shall be deemed to exist if that person is a member of the same immediate family (spouse, son, daughter, father, mother, brother or sister) or household of the beneficiary of any action of the HHCA.

Article 13 (Complaints)

Any complaints against the HHCA or any of its activities, shall be made in writing and directed to a meeting of the Board of Directors, which shall respond in writing within ten (10) business days of their meeting. Complaints must be received at least five (5) business days prior to the Board meeting.

Article 14 (Review of By-laws)

These By-Laws shall be reviewed annually.

