Association Bylaws

Article I

The name of this organization shall be the Victory Neighborhood Association, abbreviated to VINA.

Article II

The area of the Victory Neighborhood Association, for the purpose of the bylaws, shall be bound by Dowling Avenue North on the South, Xerxes Avenue North on the West, the rail lines on the North, and Newton and to 42nd Avenue North to Penn Avenue North and Penn Avenue North to Dowling on the East.

Notwithstanding the provisions in Art. XI. This Article is not subject to change or amendment at any time by the membership or the Board of Directors.

Article III

The purpose of this organization shall be to protect and promote neighborhood interests and the health, safety and general welfare of the residents within the organization's geographic jurisdiction in a non-partisan, educational and cooperative manner.

Article IV

Any person of voting age (18) shall be eligible for membership in this corporation who:

a. Resides in or owns property in the area known as the Victory Neighborhood as defined in Article II in these bylaws; or

b. Operates or facilitates a business or organization located in said area.

Voting membership shall be open to all interested persons who meet the eligibility requirements enumerated in this Article and who express their consent to be voting members in this organization. Voting membership shall not be implied. Membership shall be determined by registration with the Secretary of the Corporation in such manner and form as may be described by the Board of Directors from time to time. The secretary and/or staff person will be responsible for keeping and maintaining the membership list on an annual basis. No person shall be denied membership in the Corporation because of consideration of race, religious belief, color, gender, sexual preference, natural origin, economic status, or disability.

No member shall have any vested right or interest in the term of his or her membership. Membership is not transferable or assignable.

Article V

A. General membership meetings shall be held at least eight times a year at a location within the boundaries of the neighborhood. Additional meetings may be held at appropriate locations outside the neighborhood.

B. The membership meeting in September shall be designated as the Annual Meeting, at which time election of the Board of Directors shall occur.

D. Within a month of the Annual Meeting the Board of Directors must meet to

i. Elect officers
ii. Review the Mission, Vision and Bylaws
iii. Establish goals, objectives and strategies for the upcoming year

E . Notice of regular meetings of the Association will be made available to the membership by announcement in the community newspapers, or any method deemed inclusive by the Board.

F All meetings of the Board of Directors and any committees of the Board shall be open to any member and to the public.

G Special meetings of the Board may be called by the Chair or by majority of the Directors then in office. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the meeting either by mail, telephone or personal contact. Special meetings shall be held in the Victory Neighborhood.

H. Nominations from the floor can be taken at the time of the annual meeting up until one hour prior to the start of the meeting. They can be accepted in person and digitally, (email or text message, video communication and phone).

I. Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the Organization will implement reasonable measures to:

a. Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member;

b. The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.

c. Voting conducted via remote participation may be conducted online

II. c. Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.

Article VI.

A. The Board of Directors shall consist of seven Board members.

B. The terms of the Directors shall be for two years in staggered service terms with four Directors being elected in the even years and three directors being elected in the

odd years. No one person can serve more than three consecutive terms or no more than 6 consecutive years.

C. Vacancies occurring between annual meetings shall be filled by either special election or appointment by the Board of Directors.

D. The number of Board members who work or own property in the Victory Neighborhood, as described in Article II. but do not live in the Victory Neighborhood shall be limited to one (1) member.

E. Board members absent for three (3) consecutive board meetings will automatically forfeit their position. Board members are required to attend at least one board meeting per quarter in person but can attend board meetings "virtually" up to two times per quarter. Board members not participating on a committee are required to attend at least five general membership neighborhood meetings per year (October 1-September 30) or will automatically forfeit their position.

Article VII

Officers

A. Officers of the organization shall consist of the chair, vice-chair, secretary and treasurer.

B. Officers of the organization shall be elected for one-year terms by the Board of Directors.

Chairperson: The Chairperson shall have the power of general management of the business of the Corporation. He/she shall preside or delegate such authority at all meetings of the general membership. She/he shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the Board, and membership are carried into effect. He/She shall be a member ex-officio of all committees. She/He shall be considered "President" of the Corporation for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the corporation under that title. In general, the Chairperson shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

Vice-Chair: The duties of the vice-chair shall be to perform the duties of the chair in the event the chair is not able to do so, and to perform other duties as the Board of Directors may prescribe.

Secretary: The duties of the secretary shall be to record the minutes of each meeting, to send notices of each meeting, and to assist in the preparation of letters and reports of the organization.

Treasurer: The treasurer shall cause to be kept accurate accounts of all moneys of the Corporation received or disbursed and shall render the Board of Directors or the Chairperson, whenever required, an account of the financial condition of the Corporation and shall perform such other duties as may from time to time be prescribed by the Chairperson. He/She shall be responsible for supervising the receipt, deposit and disbursement of the funds of the

Corporation in accordance with the policies established by the Board of Directors.

Article VIII

Committees:
The Board of Directors may appoint such other committees and delegate to such committees such powers and responsibilities as it may from time to time deem appropriate. Any member of the Corporation is eligible to serve and participate in the committees. Participating on a committee for board members in their second term or beyond is optional. When a committee is formed, the Board will:

A. Identify the committee as either standing or temporary.

B. Identify the major purpose and tasks of the committee.

C. Identify the members of the committees from the Board and the membership and appoint a committee chair when necessary.

D. Executive Director will serve as chair of a committee if the chair position is vacant.

All committees will report to the Board and the General Membership on their activities monthly. Committees will have such officers as the Committee deems appropriate.

Any action taken by a committee formed between this Corporation and other community organization(s) is to be forwarded to this Corporation for consideration and action by the Board of Directors.

Article IX

Fiscal year - membership year: The fiscal year and membership year shall be from October 1 through September 30.

Article X

Procedure for dealing with complaints: Any complaint against VINA, or any of its activities shall be made in writing and directed to a meeting of the officers and committee chairs, which shall act upon the merits of the complaint within thirty (30) days. If further action is needed, the ruling of this complaint committee shall be referred to the Board for its consideration.

Article XI

Amendments: Amendments to these bylaws may be adopted by the general membership at any meeting for which at least seven (7) days prior notice shall be given. The notice shall include content of the proposed bylaw change. A 2/3 majority of the members present and voting are needed for it to pass.

Article XII

No Board Member or program employee shall voluntarily have a personal financial interest in, or benefit personally from, any matter or contract considered or approved by the Board. Board members having a conflict of interest in any matter before the board shall disclose for the record any personal or business interest that might be

affected by board action. Members having such a conflict shall not participate in committee or board discussion of the matter, nor shall they vote on the matter in question. Their presence at a meeting shall not count toward the quorum requirement for the matter in question and the secretary will record them as “not voting” on the matter in question. In the matters relating to NRP funds, members shall be bound by the Conflict of Interest Policy adopted by the NRP Policy Board on 9/24/01.