

**Eastown Community Association Bylaws
Summary of Major Amendments 1-29-18**

ARTICLE I- NAME, PURPOSE, BOUNDARIES

- *Section 3:* Boundaries: Clarifies that the Aquinas College campus is included within the boundaries of Eastown.

ARTICLE II - MEMBERSHIP

- *Section 1:* Membership eligibility: Limits ECA membership and Board eligibility to Eastown residents, property owners, and business owners. At present, any person can be an ECA member if they pay a membership fee, even those without an investment in Eastown and those who are not residents.
- *Section 2:* Deletes the option for outside membership by paying a yearly membership fee.

ARTICLE III - BOARD OF DIRECTORS

- *Section 1:* Board role, size, and compensation: Limits Board of Directors to no more than 12 persons. At present, there is a minimum of seven (7), but no maximum.
- *Section 4:* Board elections: Revised so that current Directors who do not meet the membership eligibility requirement of Article II, Section 1, are grandfathered and may continue to serve on the Board until terms are complete, unless re-elected by the community. There are currently two Directors that do not meet the proposed eligibility limitations.
- *Section 6:* Resignation, termination, and absences: Clarifies that more than three (3) “unexcused absences” will result in the removal of a Director. At present, there is no distinction between excused and unexcused absences. Notification to the President or Executive Director prior to an absence allows a Director to be formally excused from a meeting.
- *Section 7:* Vacancies: Clarifies that mid-term vacancies are not required to be filled by the Board unless the number of Directors falls below seven (7). While the Board may wish to fill vacancies at any time, by this amendment it is not required to do so unless the number falls below the minimum required by Section 1 (seven Directors).
- *Section 10:* Action by majority written consent: Formalizes the Board’s practice of email voting. A majority written vote is required for action (email or text). While this has been a customary practice, a record of action will also be filed with the minutes of the proceedings of the Board.

ARTICLE IV – COMMITTEES

- *Section 3:* Finance Committee: Removes the fiscal year of July 1 to June 30. This provides flexibly to change the fiscal year to the calendar year for accounting purposes (or a different timeframe based on future Board desires and City and IRS requirements).

ARTICLE V – FINANCE

- *Section 1:* Deletes a repeated reference to the fiscal year of July 1 to June 30.

ARTICLE VII – AMENDMENTS

- *Section 1:* Amendments: Provides a minimum quorum (30 members) for meetings with the intent of amending future bylaws. Increases notice of proposed amendments from 10 to 15 days prior to the meeting.

ARTICLE VIII - INDEMNIFICATION

Section 1-2: Indemnification & Determination: Adds a provision to protect those involved with the ECA from expenses and liabilities.

Eastown Community Association Bylaws

Membership Review Draft 1-29-18

ARTICLE I- NAME, PURPOSE, BOUNDARIES

Section 1: Name: The name of the organization shall be the Eastown Community Association, hereafter referred to as the ECA. It shall be a 501(c)(3) nonprofit organization incorporated under the laws of the State of Michigan.

Section 2: Purpose: The ECA is organized exclusively for charitable, scientific, and education purposes. The purpose of the ECA is to:

- a) Provide a variety of methods and forums to improve communications among public and private organizations and individuals working to improve the Eastown area;
- b) Promote communication, cooperation, and relationships among the neighbors of Eastown;
- c) Encourage the maintenance, upkeep, and improvement of Eastown;
- d) Identify and assist in the resolution of problems which affect Eastown;
- e) Initiate and carry out crime prevention programs which would improve the public safety of residents of Eastown;
- f) Support selected economic development projects within the Eastown Community;
- g) Work to improve the cohesiveness of the Eastown neighborhood by initiating and coordinating neighborhood projects, gathering and disseminating information, and by promoting the active involvement of all residents in neighborhood activities; and
- h) Encourage, promote, and support organizations and groups who strive to contribute and improve the culture of Eastown.

Section 3: Boundaries: The geographic boundaries of Eastown for the purposes of these bylaws shall be as follows: Fulton on the North, Plymouth and Woodward Lane on the East (inclusive of all contiguous property of the Aquinas College campus), Franklin on the South, and Fuller on the West.

ARTICLE II - MEMBERSHIP

Section 1: Membership eligibility: Any person 18 years or older is eligible for voting membership in the ECA if they are one or more of the following:

- a) *An Eastown resident.* A person whose legal residence, regardless of whether the person owns or rents property, falls within the boundaries of Eastown.
- b) *An Eastown property owner.* A person who owns real estate within the boundaries of Eastown.
- c) *An Eastown business owner.* A person who owns, or is a partial owner of, a business licensed by the City of Grand Rapids and registered to an address within the boundaries of Eastown.

There will be no discrimination with regard to membership based on ethnicity, religious or non-religious affiliation, creed, national origin, gender identification, or sexual preference.

Section 2: Membership privileges: Membership entitles the person to vote for members of the Board of Directors ("Board") and qualifies the person to run for an open Board position. Any member who wishes to be elected for a vacant Board position must submit his/her application to the ECA at least seven (7) days before the Annual Meeting. The ECA will post the application and number of vacancies at least 30 days before the Annual Meeting.

Section 3: Membership duties: Members may vote at the Annual Meeting by completing a voting ballot.

Section 4: Membership meetings: There shall be at least one membership meeting, the Annual Meeting, in February of each year. Meeting hour and place will be selected by the Board on an annual basis. Notice of the Annual Meeting shall be distributed to the membership at least 10 days prior to the meeting date. Annual reports on the finances and activities of the ECA will be given at the Annual Meeting. For voting purposes, a quorum for the Annual Meeting shall be 30 members.

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board role, size, and compensation: The Board is responsible for overall policy and direction of the ECA, and delegates responsibility of day-to-day operations to the staff and committees. The Board shall be responsible for the general management of the ECA and may exercise all powers authorized by the statutes of the State of Michigan, the Certificate of Incorporation, and these bylaws. The Board shall have no fewer than seven (7) and no more than 12 Directors. The Board receives no compensation but may be reimbursed for reasonable expenses related to its duties and responsibilities.

Section 2: Terms: All Directors shall serve terms of two (2) years.

Section 3: Meetings and notice: The Board shall meet monthly at a regular time, to be determined at the first meeting after the Annual Meeting. Special meetings of the Board may be called by the President, with the consent of four (4) other Directors, or by a petition of five (5) Directors members presented to the Secretary.

Section 4: Board elections: The Board will be elected by the membership at the Annual Meeting. These persons must be members of the ECA, in accordance with Article II, Section 1. Current Directors not meeting the eligibility requirements are considered grandfathered and may continue to serve on the Board until terms are complete, unless re-elected in accordance with these bylaws.

Section 5: Election procedures: New Directors shall be elected by a majority of members present at the Annual Meeting, provided there is a quorum present. For voting purposes, a quorum for the Annual Meeting shall be 30 members. Persons winning Board seats in the election will take office at the next regularly scheduled meeting no more than 45 days following the election.

Section 6: Resignation, termination, and absences: Resignation from the Board must be in writing and submitted to the Secretary. A Director shall be terminated from the Board due to excess absences, which is more than three (3) unexcused absences from regular Board meetings in a calendar year. For an absence to be excused, the Director must contact either the President or staff. A Director may be removed for other reasons by a three-fourths (3/4) vote of the remaining Directors.

Section 7: Vacancies: When a vacancy on the Board exists mid-term, nominations for new members from present Directors shall be submitted to the Secretary at least two (2) weeks in advance of a Board meeting. These nominations shall be sent out to the Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the term of the vacant positions. Mid-term vacancies are not required to be filled unless the number of Directors falls below seven (7).

Section 8: Officers and duties: The officers of the ECA will be the President, Vice-President, Secretary, and Treasurer. These officers shall constitute the Executive Committee, which sets the agenda for the meetings of the Board of Directors. Officers shall be elected by the Board of Directors for a one (1) year term at a regular meeting not more than 30 days following the Annual Meeting. Officers shall be eligible

for reelection to the same position for no more than two (2) consecutive terms. After a hiatus of at least one (1) year, the person shall again be eligible to be elected to the same office. Duties of the officers are as follows:

- a) *The President* shall preside at all meetings of the ECA, appoint committees with the approval of the Board of Directors, and perform any other duties as assigned by the Board of Directors.
- b) *The Vice-President* shall assume the duties of the President in his or her absence, and perform any other duties as assigned by the Board of Directors.
- c) *The Secretary* shall keep records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and perform any other duties as assigned by the Board of Directors. The Secretary can delegate these duties to staff.
- d) *The Treasurer* shall make a report at each board meeting. The Treasurer shall prepare the budget, receive deposit, account for all monies of the ECA, disburse funds as authorized, and make financial information available to Directors and members and the public. The Treasurer can delegate these duties to staff.

Section 9: Officer vacancies: A vacancy in any officer position shall be announced at a Board meeting and shall be filled by a majority vote.

Section 10: Action by majority written consent: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, either before or after the action is taken, the majority of the Directors consent thereto in writing or by electronic transmission (email or text). The consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE IV – COMMITTEES

Section 1: Committee formation: The Board may create committees as needed. The Board will vote on a chair person or co-chairs.

Section 2: Executive Committee: The four (4) officers serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full Board.

Section 3: Finance Committee: The Treasurer is the chair of the Finance Committee, which includes three (3) other Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other Directors. The Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be set by the Board. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be available to Directors and the public upon request.

ARTICLE V — EXECUTIVE DIRECTOR AND STAFF

Section 1: Executive Director: The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend Board meetings, report on the progress of the organization, answer questions of the Directors and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VI – STATEMENT OF DISSOLUTION

Section 1: In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501 (C) (3) or the Internal Revenue Code of 1954, as amended.

ARTICLE VII – AMENDMENTS

Section 1: Amendments: These bylaws may be amended when necessary by two-thirds (2/3) vote of the membership present at any meeting of the ECA when a quorum of at least 30 members is present. Written notice of the availability of the proposed amendments and the time and place of the meeting must be distributed to the membership at least 15 days prior to the meeting date.

ARTICLE VIII - INDEMNIFICATION

Section 1: Indemnification: The ECA shall, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the ECA (and, to the extent provided in a resolution of the Board or by contract, may indemnify any Director or non-director volunteer, officer, employee or agent of the ECA) who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Director, officer, non-director volunteer, employee or agent of the ECA, or is or was serving at the request of the ECA as a Director, officer, non-director volunteer, employee or agent of another ECA, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees (which expenses may be paid by the ECA in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the ECA, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a Director or officer of the ECA and, to the extent provided in a resolution of the Board or in any contract between the ECA and such person, may continue as to the person who has ceased to be a non-director volunteer, employee or agent of the ECA. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, non-director volunteer, employee or agent of the ECA shall continue to inure to the benefit of that person and to the benefit of the heirs and personal representatives of such person.

Section 2: Determination: The determination as to whether a Director, officer, employee, non-director volunteer or agent is entitled to indemnification as provided for in Section 1 above shall be made in any of the following ways:

- a) *Section 2.1:* By the Board, by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding;
- b) *Section 2.2:* If the quorum described in Section 2.1 above is not obtainable, by majority vote of a committee designated by the Board, in which action Directors who are parties may participate, consisting solely of two (2) or more Directors not parties to the action or proceeding; or
- c) *Section 2.3:* If the approval of a committee of the Board as described in Section 2.2 is not obtainable, by independent legal counsel in a written opinion.

CERTIFICATION

These bylaws were approved at a meeting of the members of the ECA by at least two-thirds (2/3) majority vote on February 10, 2018.

David M. Jirousek Date 2/10/18
Secretary

As approved by the members of the Association on October 17th, 1991, and including amendments adopted on November 7th, 1995, February 21st, 1998 and February 8th, 2014.

ARTICLE I- NAME, PURPOSE, BOUNDARIES

Section 1: *Name:* The name of the organization shall be the Eastown Community Association, hereafter referred to as the ECA. It shall be a nonprofit organization incorporated under the laws of the State of Michigan.

Section 2: *Purpose:* The ECA is organized exclusively for charitable, scientific and education purposes. The purpose of the ECA is to:

- a) Provide a variety of methods and forums to improve communications among public and private organizations and individuals working to improve the Eastown area.
- b) Promote communication, cooperation and relationships among the neighbors of Eastown.
- c) Encourage the maintenance, upkeep and improvement of Eastown.
- d) Identify and assist in the resolution of problems which affect Eastown.
- e) Initiate and carry out crime prevention programs which would improve the public safety of residents of Eastown;
- f) Support selected economic development projects within the Eastown Community;
- e) Work to improve the cohesiveness of the Eastown neighborhood by initiating and coordinating neighborhood projects, gathering and disseminating information, and by promoting the active involvement of all residents in neighborhood activities
- g) Encourage, promote, and support organizations and groups who strive to contribute and improve the culture of Eastown.

Section 3: *Boundaries:* The geographic boundaries of the ECA for the purposes of these bylaws shall be as follows: Fulton on the North, Plymouth and Woodward Lane on the East), Franklin on the South, and Fuller on the West.

ARTICLE II - MEMBERSHIP

Section 1: *Membership eligibility:* Any person, 18 years or older, who resides, owns property, within the Eastown boundaries is eligible for voting membership in the Association. There will be no discrimination with regard to membership

based on race, color, creed, national origin, sex, or sexual preference.

Section 2: Anyone living outside of Eastown or any business or organization who wishes to be a member of the Association is eligible by paying a yearly membership fee as determined by the Board of Directors and ED.

Section 3: *Membership privileges:* Membership entitles the person to vote for board members and to run for a seat on the Board of Directors. Any member who wishes to be elected for a vacant Board position must submit their application to the ECA at least 7 days before the Annual meeting. The ECA will post the application and number of vacancies at least 30 days before the Annual meeting.

Section 4: *Membership duties:* Members may vote at the annual meeting by filling out a voting ballot.

Section 5: *Membership meetings:* There shall be at least one membership meeting, the Annual Meeting, in February of each year. Meeting hour and place will be selected by the Board of Directors on an annual basis. Notice of the annual meeting shall be distributed at least ten days prior to the meeting date. Annual reports on the finances and activities of the Association will be given at the annual meeting.

The election of members to available seats on the Board will be conducted at the annual meeting. Persons winning Board seats in the election will attend Board orientation in the week following the election, and will take office at the next regularly scheduled meeting no less than seven nor more than 45 days following the election.

Section 6: *Annual meeting:* A quorum for the Annual Meeting shall be thirty (30) members.

ARTICLE III - BOARD OF DIRECTORS

Section 1: *Board role, size, and compensation:* The Board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The Board of Directors shall be responsible for the general management of the association, and may exercise all powers

As approved by the members of the Association on October 17th, 1991, and including amendments adopted on November 7th, 1995, February 21st, 1998 and February 8th, 2014.

authorized by the statutes of the State of Michigan, the Certificate of Incorporation and these by-laws. The Board shall have no fewer than 7 members.

The Board receives no compensation other than reasonable expenses.

Section 2: *Terms*: All Board members shall serve two-year terms.

Section 3: *Meetings and Notice*: The Board of Directors shall meet monthly at a regular time, to be determined at the first meeting after the election.

Special meetings of the Board may be called by the President, with the consent of four other Board members, or by a petition of five Board members presented to the Secretary.

Within five (working) days a meeting notice shall be distributed.

Section 4: *Board elections*: The Board of Directors will be elected by the membership at the Annual Meeting. These persons must be members of the Association, in accordance with Article II, Section I and Section 2 of these by-laws.

Section 5: *Election procedures*: New Directors shall be elected by a majority of members present at such a meeting, provided there is a quorum present. Persons winning Board seats in the election will attend Board orientation in the week following the election, and will take office at the next regularly scheduled meeting no less than seven nor more than 45 days following the election.

Section 7: *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than three absences from board meetings in a year. For an absence to be excused the member of the Board must contact either the President or staff. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 8: *Vacancies*: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting

announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9: *Officers and Duties*: The Officers of the ECA will be the President, the Vice-President, the Secretary, and the Treasurer. These officers shall constitute the Executive Committee, which sets the agenda for the meetings of the Board of Directors. Officers shall be elected by the Board of Directors for a one year term at their regular meeting not less than 7 days nor more than 30 days following the election of new board members. Officers shall be eligible for reelection to the same position for no more than two consecutive terms. After a hiatus of at least one year, the person shall again be eligible to be elected to the same office. Their duties are as follows:

The President shall preside at all meetings of the Association, appoint committees with the approval of the Board of Directors, and perform any other duties as assigned by the Board of Directors.

The Vice-President shall assume the duties of the President in his or her absence, and perform any other duties as assigned by the Board of Directors.

The Secretary shall keep records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and perform any other duties as assigned by the Board of Directors. The Secretary can delegate these duties to staff.

The Treasurer shall make a report at each board meeting. The treasurer shall prepare the budget, receive deposit, and account for all monies of the Association, disburse funds as authorized, and make financial information available to board members and the public. The Treasurer can delegate these duties to staff.

Section 10: *Officer Vacancies*: A vacancy in any office shall be announced at a meeting of the

As approved by the members of the Association on October 17th, 1991, and including amendments adopted on November 7th, 1995, February 21st, 1998 and February 8th, 2014.

Board of Directors and shall be filled by a majority vote at a subsequent meeting.

ARTICLE IV – COMMITTEES

Section 1 — *Committee formation*: The board may create committees as needed, such as fundraising, housing, communication, parks, etc. Each committee will vote on a chair person in January of each year.

Section 2 — *Executive Committee*: The four officers serve as the members of the Executive Committee. The Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — *Finance Committee*: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be July 1 to June 30. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public

ARTICLE V — DIRECTOR AND STAFF

Section 1 — *Executive Director*: The Executive Director is hired by the board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE V – FINANCE

Section 1: The fiscal year of the Eastown Community Association shall be from July 1 to June 30.

ARTICLE VI – STATEMENT OF DISSOLUTION

Section 1: In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501 (C) (3) or the Internal Revenue Code of 1954, as amended.

ARTICLE VII – AMENDMENTS

Section 1: *Amendments*: These bylaws may be amended when necessary by two-thirds vote of the membership present at a meeting of the Eastown Community Association. Written notice of the proposed amendments must be distributed to the membership at least ten days prior to the meeting date.

CERTIFICATION

These bylaws were approved at a meeting of the members of the Association by a two thirds majority vote on February 8th, 2014.



Secretary

Date 2/11/14