

AMENDED BYLAWS
OF
MORRIS HILL NEIGHBORHOOD ASSOCIATION

ARTICLE 1. GENERAL PLAN OF OWNERSHIP

- Section 1.1 Name. The name of the Association is Morris Hill Neighborhood Association (hereinafter “Association”).
- Section 1.2 Personal Application. All people who choose to be a member of the Association are subject to the regulations set forth in the Bylaws of the Association.
- Section 1.3 Boundary. The boundary of the Association is Roosevelt Street on the east, Alpine Street on the south, Curtis Road on the west, and the Connector on the north from Curtis to Orchard, then Emerald to the north from Orchard to Roosevelt, as so depicted on the attached drawing marked Exhibit “A.” Subdistricts each having representation of the Board of Directors may be established by a majority vote of the Association members.

ARTICLE 2. MEMBERSHIP, VOTING, DUES

- Section 2.1 Membership. Membership is open to residents, property owners, business licensees or lessees, 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.
- Section 2.2 Dues. 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.
- Section 2.3 Voting. For purposes of voting, membership shall be evidenced by signing their name and address in the “Official Membership List.” Each member of record 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.
- Section 2.4 Limitation of Authority of Members and Directors. 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 at a duly noticed, advertised and constituted meeting 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 or on behalf of its members. It is anticipated that the members shall implement this section 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 member's 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 3. MEETINGS

- Section 3.1 Participation. All meetings are open to any person.
- Section 3.2 Consent of Authority. 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 *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.
- Section 3.3 Place of Meetings. 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 necessary, public meetings will be held remotely via teleconference or videoconference, as noticed according to Article 3, Section 6.
- Section 3.4 Agenda. 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. The President of the Association shall prepare the agenda and provide it to the Secretary to attach to the notice.
- Section 3.5 Quorum. In the case of a meeting of the general membership, a quorum shall be in effect when at least twenty (20) members or twenty percent (20%) of the Association members of record, including the President or his or her designee are present. In the case of 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. In either case, 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.

Section 3.6 Type, Calling, Actions and Notice.

Meeting and How to Call	Permissible Action and Notice Requirements
<p>• <u>Annual Meeting of the Members</u> There shall be at least one general membership meeting yearly. The meeting shall occur during the summer.</p>	<p>• <u>Actions which may occur include:</u> (1) Election of Board of Directors and Officers; (2) To discuss items placed on the agenda by a member; (3) Actions listed under “Special Meetings of the Members.”</p> <p>Notice of the time, place and agenda of the meeting shall be given to each member of record of the Association, by emailing or mailing, and/or flyer distribution to such members, at least five (5) calendar 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.</p>
<p>• <u>Special Meetings of the Members</u> A special meeting of the members may be called by any member of the Board of Directors or upon the agreement of not fewer than ten percent (10%) of the Association membership.</p>	<p>• <u>Actions which may occur include:</u> (1) To amend the Association’s Articles and Bylaws, Members of the Association must be notified of proposed bylaw amendments in writing at least five (5) 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 of the Members”; (4) To discuss items placed on the agenda by a member; (5) To vote on a grievance; and (6) To create Association Subdistricts and representation.</p> <p>Notice: Same as for Annual Meeting.</p>
<p>• <u>Regular Meeting of the Board of Directors</u> At least two (2) regular meetings per year shall occur in accordance with a schedule established at the annual membership meeting.</p>	<p>• <u>Actions which may occur include:</u> (1) Establishing a committee; (2) Selecting meeting date of the annual meeting of members; (3) Authorizing fund sources for the Association; and (3) To fill a vacancy during an officer’s term.</p> <p>Notice: No further notice other than the date listed in these Bylaws is required.</p>
<p>• <u>Special Meeting of the Board of Directors</u> A special meeting of the Board of</p>	<p>• <u>Actions which may occur include:</u> (1) To review proposed development projects and take action at Boise City Code required Pre-Application Meetings. The notice</p>

<p>Directors may be called at any time by the President, or, in his or her absence, by the Vice President, or any Board Members or with reason to do so.</p>	<p>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;</p> <p>(2) To resolve grievance issues. The complainant and grievance committee shall be notified of such meeting by mail; and</p> <p>(3) To discuss items placed on the agenda by a member. Notice shall be to the entire Board of Directors by the United States mail.</p>
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ARTICLE 4. BOARD OF DIRECTORS/OFFICERS

Section 4.1 Board of Directors. 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. All positions of the Board of Director's may be shared between two individuals functioning as a partnership. Board members are required to serve on at least one (1) of the three (3) Association's standing committees. The members of record shall elect the Board of Directors and Officers from candidates nominated by the members of record. The Board of Directors shall manage the affairs of the Association 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 before adopting any recommendation on behalf of the Association; and shall strictly comply with these Bylaws.

Section 4.2 Officers. The elective officers of the Association shall be President, Vice President, Secretary and Treasurer. All of the above positions may be shared between two individuals functioning as a partnership. The Secretary and Treasurer may be one individual. Officers, communicating on behalf of the Association, may do so only in accordance with Article 2, Section 2.4.

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. This position may be shared between two individuals functioning as a partnership with co-President status.

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 restrictions upon the President. This position may be shared between two individuals functioning as a partnership with co-Vice President status.

Secretary. The Secretary shall keep and publish minutes of meetings; see that all notices are duly given in accordance with the provisions of these Bylaws; be custodian of the Association records; keep a register of the post office addresses 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. This position may be shared between two individuals functioning as a partnership with co-Secretary status.

Treasurer. The Treasurer shall have charge of all Association funds, deposit them into 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. This position may be shared between two people functioning as a partnership with co-Treasurer status.

Section 4.3 Election of Board of Directors; Appointment of Officers. Association members at the Annual Meeting shall elect the Board of Directors and officers. Any member is eligible to run for any office and may be nominated by any other member or by him or herself. Officers shall be elected for a one-year term 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.

Section 4.4 Removal of an Officer. Any Officer who has three (3) un-excused absences for consecutive meetings shall be automatically removed from their position. Additionally any Officer who falsely represents the Association, as described in Article 2, Section 2.4 or misappropriates Association funds, shall be automatically removed from their position.

Section 4.5 Automatic Removal from Office. 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 of Director who falsely represents the Association, as described in Article 2, Section 2.4 misappropriates Association funds, shall be automatically removed from the Board of Directors.

Section 4.6 Vacancies. 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.

Section 4.7 Compensation: No officer or Board Member shall receive any compensation from the Association for their service. No officer or Director may use or

appropriate any Association funds or assets for any personal or non-association use at any time.

ARTICLE 5. COMMITTEES

Section 5.1 Committee Formation, Membership and Authority. At the request of any member, the Board of Directors may establish a committee. 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.

Section 5.2 Standing Committees. The Association shall have at least three (3) committees:

(1) A *Public Agency Committee*, whose purpose is to monitor meetings, agendas and actions of public agencies and commissions, including but not limited to the Ada County Highway District, Compass, and Boise City. It shall also be the purpose of this committee to participate in the Boise City Code required Pre-Application Meetings. Committee members will select a Committee Chairperson to schedule and facilitate all committee meetings. Chairperson will represent the Committee and give regular updates at all general membership meetings.

(2) A *Neighborhood Reinvestment Committee*, whose purpose is to apply for neighborhood reinvestment funds. Aspects of this responsibility include the need to identify eligible projects, establish a project election procedure, obtain the necessary homeowner signatures, and work on project(s) to completion. Committee members will select a Committee Chairperson to schedule and facilitate all committee meetings. Chairperson will represent the Committee and give regular updates at all general membership meetings.

(3) A *Grievance Committee*, whose purpose is to receive complaints and promptly recommend specific actions to the Board of Directors. Committee members will select a Committee Chairperson to schedule and facilitate all committee meetings. Chairperson will represent the Committee and give regular updates at all general membership meetings.

Section 5.3 Potential Committees. As the Association grows and matures, committees including but not limited to the following may be formed:

(1) *Neighborhood Planning Committee*, whose purpose is to conduct neighborhood planning in the manner described in the official “Neighborhood Planning Guide” of Boise City.

(2) *Social Events Committee*, whose purpose is to plan, organize, and advertise all neighborhood meetings, social events, and activities as a way of building a sense of neighborhood community.

ARTICLE 6. GRIEVANCE PROCEDURES

Section 6.1 Eligibility to Grieve. 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.

Section 6.2 Complaint Receipt and Resolution by Board. 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.

Section 6.3 Final Resolution. 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 obligated to call this meeting.

ARTICLE 7. AMENDMENTS

Section 7.1 Voting Procedures. The Articles of Association and Bylaws, and any attachments thereto may be altered, amended, or new Bylaws adopted. Such changes may occur by the affirmative of two-thirds (2/3) of the members of record present at the meeting. Amendments go into effect immediately following their adoption.

ARTICLE 8. CONFLICT OF INTEREST POLICY

Section 8.1 The Conflict of Interest Policy attached hereto and incorporated herein by reference, marked Exhibit “A”, is hereby adopted and shall be immediately in effect and followed.

ARTICLE 9. ADOPTION OF ARTICLES OF ASSOCIATION AND BYLAWS

Section 9.1 The undersigned, being a majority of the members present at the special meeting of the Association held [DATE], do hereby certify that the within and foregoing Articles of Association and Bylaws constitute the Articles and Bylaws of such Association.

Signatures of Members are attached on next page.

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