

**BYLAWS
OF
EAST ISTHMUS NEIGHBORHOODS PLANNING COUNCIL, INC.**

**ARTICLE I
GENERAL PURPOSES**

These Bylaws are adopted by the Corporation to regulate and manage its affairs.

**ARTICLE II
GEOGRAPHIC AREA**

The Corporation shall serve residents who live within the area bounded by:

- (a) Blair Street from lake Monona to East Washington Avenue, to North Webster, to North Hamilton, to North Butler Street, to Lake Mendota on the West;
- (b) Parkside Drive on the east;
- (c) The Lake Mendota shoreline to Sherman Avenue from Yahara River/Tenney Locks to Fordem Avenue, Fordem Avenue from North Sherman to Chicago and Northwestern railroad, Chicago and Northwestern railroad from Fordem Avenue to Commercial Avenue and Commercial Avenue to Packers Avenue till it intersects with Aberg Avenue; running Southeast from the corner of Aberg Avenue and McCormick Avenue to Anderson Street going east on Anderson Street to North Stoughton Road and North Stoughton Road south to East Washington Avenue on the North;
- (d) South Stoughton Road where it intersects with Cottage Grove Road going north till it intersects the SOO Line Railroad just north of Hwy 30 then northeast on SOO Line tracks to Sycamore Avenue then west on Sycamore Avenue to the Southerly extension of Parkside Drive, north on Parkside Drive to East Washington Avenue and then southwest on East Washington Avenue to North Stoughton Road on the South.

This area is hereinafter referred to as the "East Isthmus".

Comment [PH1]: Some boundaries need updating to coincide with updated neighborhood association boundaries. This was tabled to future by laws changes.

**ARTICLE III
MEMBERS**

3.1 The Corporation shall have no individual members.

**ARTICLE IV
COMMUNITY COUNCIL**

4.1 Powers of Community Council.

Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the following affairs of the Corporation shall be managed by the Community Council and such committees as are approved by the Community Council:

- (a) To identify the needs and desires of the Corporation
- (b) To monitor the actions taken by the Governing Board
- (c) To nominate and elect members of the Governing Board
- (d) To nominate and elect at-large members of the Community Council

4.2 Composition of Community Council: Seats and Qualifications.

(a) The Community Council shall be composed of Seats. Each qualifying organization, association, business, or individual as described below are allowed one seat.

(b) The number of Community Council Seats of the Corporation shall be fixed from time to time by the resolution of the Community Council, but shall be not less than ten (10), nor more than thirty-five (35).

(c) There shall be one (1) Neighborhood Association Seat for each East Isthmus neighborhood association that is officially recognized by the Planning Office of the City of Madison.

(d) There shall be no more than ten (10) Resident At-Large Seats for organizations, associations, businesses, or individuals not represented by a neighborhood association; (2) to reflect the diversity of the East Isthmus Community; and (3) to represent East Isthmus businesses and business associations. The Community Council will determine which organization, association, business, or individual will be allotted an At-Large Seat on the Community Council. If the Resident At-Large Seat remains vacant without a Community Representative for more than two months, the Community Council can determine whether or not to revoke the Seat from the Resident At-Large organization, association, business, or individual.

4.3 Composition of Community Council: Representatives and Qualifications.

(a) Each seat on the Community Council may have up to four Representatives. However, each seat will only have one qualifying vote when decisions are made

on behalf of the Organization.

(b) The Organization shall afford equal opportunities for Representatives regardless of race, color, age, religion, gender, sexual orientation, familial status, national origin, income, political affiliation, disability status, or immigration status to all who otherwise meet the criteria for membership.

(c) All Community Council Representatives shall reside within the geographic area described in Article II, with the exception of the elected or appointed representative(s) of the East Isthmus business community, who must own or be employed by an East Isthmus business.

(d) The Community Council Representatives of the Corporation shall reflect a broad cross section of the East Isthmus with respect to age, income, gender, race/ethnicity, and geographic residence, and shall consist of representatives elected or appointed by such neighborhood organizations within the East Isthmus community as the Community Council may from time to time define. In general, organizations represented shall consist of neighborhood associations, resident/tenant organizations, business associations, and other formal or informal neighborhood or community groups.

(e) If more organizations seek representation on the Community Council than the number of vacant or available seats, preference will be given to groups representing either a larger geographic area or a larger population within the East Isthmus boundaries who are willing to represent smaller entities within those boundaries.

4.4 Vacancies.

The Community Council shall appoint individuals to fill vacancies that may occur in any Resident At-Large seat. Each Representative so appointed shall hold office for the unexpired portion of the term of the former Representative.

Each neighborhood association shall be responsible for filling a vacancy that may occur in any Neighborhood Association seat. If a neighborhood association fails to fill a vacancy, said seat shall remain vacant until the neighborhood association appoints or elects a successor.

4.5 Resignation and Removal.

(a) Any Representative may be removed as a Representative with just cause upon the affirmative vote of two thirds (2/3) of Representatives then in office.

(b) Any Representative may resign by submitting a written notice of resignation to the Community Council which shall be effective immediately or as otherwise negotiated by the resigning Representative and the Corporation.

4.6 Meetings of Representatives

(a) Voting of Directors. At any Community Council meeting at which a quorum exists, action on a matter by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing.

(b) Annual Meetings. The Community Council shall meet annually with the Governing Board at such time or place as may be designated by the Organization for the election of the Governing Board and the transaction of such other business as may properly come before the meeting.

(c) Bi-monthly Meetings. Regular meetings of the Community Council may be held at such times and places as the Community Council may designate.

(d) Special Meetings. Special meetings of the Community Council for any purpose or purposes shall be held whenever called by a majority of Community Council Seats then in office. Notice of special meetings must be given no less than twenty-four (24) hours before the scheduled meeting time.

(e) Governing Board Meetings. Members of the Community Council may attend regular meetings of the Governing Board.

4.7 Notice to Representatives.

Written notice of regular and annual meetings of the Community Council, in each case specifying the place, date and hour of the meeting, shall be given to each Community Council Seat by delivering notice in writing, at least fourteen (14) days before the time set for such meeting.

4.8 Community Council Quorum and Action.

A simple majority of the number of Community Council Seats representing neighborhood associations being present shall constitute a quorum for the transaction of business. The decision of the Community Council Seats present at a meeting at which a quorum is present shall be the act or decision of the entire Community Council, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

4.9 Adjournment.

Meetings of the Community Council shall be adjourned by a majority of the Community Council Seats present.

4.10 Compensation for Representatives or Seat Holders.

No Community Council Representative or Seat Holder may receive compensation for his or her services. However, nothing herein contained shall be construed to preclude any Representative from serving the Corporation in any other capacity, or receiving reasonable compensation therefore.

4.11 Community Council Representative Conflict of Interest.

A Community Council Representative has the duty to disclose whether he or she is an officer, a director, or has a financial interest in a corporation, association, firm or other entity with whom the Corporation intends to contract or otherwise engage.

**ARTICLE V
GOVERNING BOARD**

5.1 Powers of the Governing Board.

Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the following affairs of the Corporation shall be managed by the Governing Board and such committees as are approved by the Governing Board:

- (a) Ultimately, the responsibilities and tasks of the Governing Board are to be directed by the Community Council; the Governing Board is accountable for the Corporation's activities
- (b) To create and monitor the Organization's annual budget
- (c) To evaluate and supervise the Organization's Executive Director
- (d) To ensure that the Corporation complies with non-profit legal requirements.
- (e) To manage all aspects of the Organization's fiduciary responsibilities, including fundraising
- (f) To conduct regular planning and monitoring of accomplishing goals as set forth by the Organization

Comment [PH2]: More attention to responsibilities needed particularly as the governing board role differs from staff role

5.2 Composition of Governing Board: Directors and Qualifications.

(a) The Governing Board shall be composed of Directors elected by the Community Council. Priority will be given to Neighborhood Association Representatives.

(b) The number of Governing Board Directors of the Corporation shall be fixed from time to time by the resolution of the Community Council, but shall be not less than five (5) nor more than ten (10).

(c) Each Director shall serve a two (2) year, staggered term. Staggered terms are identified in Schedule A of these Bylaws.

(d) Each Director on the Governing Board may have one qualifying vote when decisions are made on behalf of the Organization.

(e) The Organization shall afford equal opportunities for membership and participation regardless of race, color, age, religion, gender, sexual orientation, familial status, national origin, income, political affiliation, disability status, or immigration status to all who otherwise meet the criteria for membership.

5.3 Resignation and Removal.

(a) Any Governing Board Director may be removed as a Director with just cause upon the affirmative vote of two thirds (2/3) of the Community Council Seats then in office.

(b) Any Director may resign by submitting a written notice of resignation to the Co-Chairpersons, to the Governing Board, and the Community Council which shall be effective immediately or as otherwise negotiated by the resigning Director and the Corporation.

5.4 Meetings of Directors.

(a) Voting of Directors. At any Governing Board meeting at which a quorum exists, action on a matter by a voting group is approved if the votes cast within the voting group favoring the action exceed the votes cast opposing.

(b) Annual Meetings. The Governing Board shall meet annually with the Community Council at such time or place as may be designated by the Organization for the election of the Governing Board and the transaction of such other business as may properly come before the meeting.

(c) Monthly Meetings. Regular meetings of the Governing Board may be held at such times and places as the Board may designate.

(d) Special Meetings. Special meetings of the Governing Board for any purpose or purposes shall be held whenever called by both Co-Chairpersons, or by a majority of Directors then in office. Notice of special meetings must be given no less than twenty-four (24) hours before the scheduled meeting time.

(e) Community Council Meetings. It is highly recommended that members of the Governing Board attend regular meetings of the Community Council.

5.5 Notice to Directors.

Written notice of regular and annual meetings of the Governing Board, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice in writing, at least fourteen (14) days before the time

set for such meeting.

5.6 Directors' Quorum and Action.

A 2/3 majority of the number of Directors being present shall constitute a quorum for the transaction of business. The decision of the Directors present at a meeting at which a quorum is present shall be the act or decision of the entire Governing Board, unless the act of a greater proportion is required by law, the Articles of Incorporation or these Bylaws.

5.7 Adjournment.

Meetings of the Governing Board shall be adjourned by a majority of the Directors who are present.

5.8 Director Compensation.

No Director may receive compensation for his or her services as a Director. However, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity, or receiving reasonable compensation therefore.

5.9 Director Conflict of Interest.

A Director has the duty to disclose whether he or she is an officer, a director, or has a financial interest in a corporation, association, firm or other entity with whom the Corporation intends to contract or otherwise engage.

**ARTICLE VI
COMMITTEES OF THE CORPORATION**

6.1 Establishment and Appointment. Both the Community Council and the Governing Board may create standing committees and special committees as they from time to time deems desirable. Committees may be composed of both Community Council Representatives and Governing Board Directors.

6.2 Records and Reporting. Each standing or special committee shall keep a record of its proceedings, which at minimum will consist of an agenda and record of any actions taken. A verbal or written report of each meeting shall be provided to the Corporation, and copies of each committee's records shall be filed with the Corporation office and be made available to the Governing Board or individual Directors upon request.

**ARTICLE VII
OFFICERS OF THE GOVERNING BOARD**

7.1 Officers.

The officers of the Governing Board shall be the Co-Chairpersons, the Secretary, and Treasurer, as the Governing Board may appoint.

7.2 Election of Officers.

The officers of the Corporation, shall be elected by the Governing Board. Each officer shall hold office for a period of one year or until such officer's successor shall have been duly elected and qualified. Only Directors may serve as Co-Chairpersons, Secretary and Treasurer. Election or appointment as an officer shall not of itself create contract rights.

7.3 Resignation and Removal.

(a) Any officer may be removed from office with just cause by the Community Council or the Governing Board. Such action requires the affirmative vote of a simple majority of the Community Council or the Governing Board then in office.

(b) Any officer may resign by submitting a written notice of resignation to the Community Council or the-Governing Board.

7.4 Vacancies.

Except as otherwise provided, a vacancy occurring in any office may be filled for the unexpired portion of the term of said office by the Governing Board upon the recommendation of the Governing Board.

7.5 Co-Chairpersons.

The Co-Chairpersons shall be the principal executive officers of the Corporation and shall exercise control over the day to day business and affairs of the Corporation, subject always to the general supervision of the Governing Board and the policies, control and direction of the Community Council and the Governing Board. The Co-Chairpersons may sign in the name of the Corporation any instrument or document consistent with the foregoing delegation of authority or any other instrument or document specifically authorized by the Community Council or the Governing Board, except when signing thereof shall have been expressly delegated by the Community Council or the Governing Board, or by these Bylaws to some other officer or agent of the Corporation. The Co-Chairpersons shall in general perform the duties incident to the office of Co-Chairpersons and such other duties as may be prescribed by the Community Council or the Governing Board, from time to time.

7.6 Secretary.

The Secretary shall perform or have performed under the Secretary's direction the following functions:

- (a) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended to date.
- b) Keep at the principal office of the Corporation or such other place as the Community Council or the Governing Board, may direct, a book of the record of proceedings of all meetings of the Community Council, the Governing Board, and committees thereof, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law including notice of meetings.
- (d) See that books, reports, statements and all other documents and records required by law are properly kept and filed.
- (e) Exhibit for inspection upon request the relevant books and records of the Corporation to any Director for any proper purpose at any reasonable time.
- (f) In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Governing Board .

7.7 Treasurer.

The Treasurer shall perform or ensure the following functions are performed:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Community Council or the Governing Board.
- (b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities receipts, disbursements, gains, losses and fund balances.
- (c) Exhibit for inspection, upon request, the relevant books and records of the Corporation to any Representative or Director for any proper purpose at any reasonable time.
- (d) Render interim statements of the condition of the finances of the Corporation to the Community Council or the Governing Board, upon request, and render a

full financial report at the annual meeting of the Corporation.

(e) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

(f) Present regular financial statements to the Governing Board.

(g) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Community Council or the Governing Board.

ARTICLE VIII CONTRACT, CHECKS, DEPOSITS AND FUNDS

8.1 Contracts.

The Governing Board, may authorize any Community Council Representative or Director, agent or agents of the Corporation, in addition to the Community Council Representatives or Directors so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be generally confined to specific instances.

8.2 Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall be signed by the Treasurer and countersigned by one of the Co-Chairpersons.

8.3 Deposits.

All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Governing Board may select.

8.4 Gifts.

The Community Council and the Governing Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE IX
BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of accounts and shall also keep records of the proceedings of the meetings of the Community Council, Governing Board, and committees, if any. All such books and records of the Corporation may be inspected by any Community Council Representative or Director for any proper purpose at any reasonable time.

**ARTICLE X
CORPORATE SEAL**

The Corporation shall have no seal.

**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify its Directors, Community Council Representatives, employees and agents against expenses they reasonably and actually incur in connection with threatened, pending or completed legal actions, suits or proceedings to which they are or may be made a party because they are or were a Director, Community Council Representative, employee or agent of the Corporation, to the full extent and in the manner provided in Sections 181.041-181.053 of the Wisconsin Statutes of 1997-98 (or corresponding provisions of future Wisconsin statutes).

**ARTICLE XII
FISCAL YEAR**

The fiscal year of the Corporation shall be the calendar year.

**ARTICLE XIII
AMENDMENT**

These Bylaws may be amended by the Corporation at the annual meeting upon the vote of two-thirds (2/3) of the Community Representatives and Directors combined, provided a statement of the nature of the proposed amendment is included in the notice of such meeting.