

# **Irvingdale Neighborhood Association**

## **By-Laws**

### **PURPOSE**

The purpose of the Irvingdale Neighborhood Association is to invest in the safety and vitality of our community by engaging residents, local businesses, and organizations: to maintain the neighborhood's character; to highlight the neighborhood's history; to listen and advocate for the needs of area residents; and to promote collaboration with stakeholders.

### **ARTICLE I – NAME**

The name of the Corporation shall be Irvingdale Neighborhood Association (INA).

### **ARTICLE II - CORPORATE OFFICE**

The principal office of the corporation shall be in Lincoln, Lancaster County, Nebraska.

### **ARTICLE III – MEMBERSHIP**

#### **A. Non-discrimination Clause**

The organization shall comply with Title I of the Civil Rights Act of 1964, whereby no person shall on the grounds of race, color, sex, religion, national origin, age, marital status, sexual preference or handicap be excluded from participation, be denied the due benefit of equal opportunity, or be subjected to discrimination under any program or activity conducted by the organization.

#### **B. Voting Members**

Any person, family, or organization owning real estate, residing, or operating a business, within the area of Lincoln, Lancaster County, Nebraska, bounded by Van Dorn Street, South 9th Street, South Street and South 22nd Street, is eligible to become a voting member of INA by paying the membership fee. Voting membership is nontransferable.

#### **C. Non-Voting Members**

Additional persons, families, or organizations may be accepted into membership by the Board of Directors under such terms and conditions as the Board of Directors shall determine, provided, however, that such additional members shall be deemed non-voting members and shall not be entitled to vote at any meeting of the membership of the Corporation.

#### **D. Membership Fee**

The amount of membership fee is set by the Board of Directors and announced at the annual meeting.

#### **E. Member Meetings**

A meeting of the members shall be held annually each fall. The purpose of the annual meeting shall be to elect directors.

## **F. Special Member Meetings**

Special meetings may be called for a specified purpose by the President or by the Board of Directors or shall be called by the President upon the written request of no less than ten percent of the voting members of the Corporation.

## **G. Place of Meeting**

The Board of Directors may designate any place within Lancaster County, Nebraska, as stated in the annual notification.

## **H. Notice of Meeting**

Written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which it is called, shall be delivered to each voting member not less than ten (10) days nor more than fifty (50) days before the date of meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the membership list of the Corporation, with postage thereon prepaid. Any member may waive notice of the meeting. The attendance of a member at a meeting shall constitute a waiver of the notice unless such attendance by a member is for the sole purpose of objecting to the transaction of business because the meeting was improperly called.

## **I. Quorum**

A quorum is a simple majority of the voting members of INA who are present.

## **J. Removal of a Member**

Any member may be suspended or expelled at any Meeting of the Board of Directors.

## **K. Decision Making Process**

A motion/resolution can be made when all the below conditions are met:

1. There is a quorum of voting members present;
2. A list of the voting members is recorded and made available in the meeting minutes;
3. Each member gets one vote; votes may not be made by proxy.
4. Any discussion is recorded in the minutes.

# **ARTICLE IV - BOARD OF DIRECTORS**

## **A. Purpose**

The Board of Directors represents INA and provides ongoing leadership and governance of INA.

## **B. Selection and Term**

The board of directors consists of up to 11 members. Election of the directors shall take place at the annual meeting of the membership. Voting members can self-nominate or be nominated by others. The term of elected directors shall begin in the month following their election and shall end after 36 months unless elected for another term. The officers of INA shall be members of the Board of Directors. Officers of INA will be elected at the following board meeting.

### **C. Responsibilities and Expectations**

A Director in good standing: is in regular attendance each fiscal year, or is absent with the understanding of the board; has upheld duties, responsibilities, and commitments assigned by the Board and agreed to, or volunteered for. Directors may be deemed not in good standing if they have failed to uphold any duties, responsibilities, and commitments assigned by the Board and agreed to or volunteered for without an understanding of the board.

### **D. Compensation and Conflicts of Interest**

The directors shall serve in a voluntary capacity without payment or remuneration except reimbursement for documented expenses incurred by that director in furtherance of INA's purposes. Under no circumstances may a member of the Board of Directors serve in a position or perform any function which is paid by the Board of Directors.

### **E. Board Meetings**

There shall be at least eight additional regular monthly meetings of the Board of Directors annually.

### **F. Special Board Meetings**

Any Director may call a Special Meeting of the Board of Directors. Special Meetings may take place virtually or in person, for a specified purpose.

### **G. Notice of Special Meetings**

Notice of any special meeting of the Board of Directors shall be given to all Directors at least 48 hours prior. Notice may be given in real time (in person, by phone) or in writing (email, text).

### **H. Quorum**

A quorum is a simple majority of the board members of INA who are present.

### **I. Robert's Rules of Order**

Robert's Rules of Order Newly Revised will govern the proceedings of the Corporation where procedure is not provided.

### **J. Decision Making Process**

The act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors except as otherwise provided herein.

### **K. Resignation**

Directors of the INA may resign at any time by giving written notice to the President or Secretary.

### **L. Removal of Directors**

A Director may be removed with due cause by the voting members at an annual meeting or a special meeting of the membership called expressly for that purpose.

## **M. Vacancies**

Vacancies on the Board of Directors will be filled by a majority vote of the remaining Directors. The incoming Director will hold office for remainder of the outgoing Director's term.

## **ARTICLE V – OFFICERS**

### **A. Number, Selection, and Term**

The officers of the INA shall be a President, a Vice President, a Secretary, and a Treasurer. After electing the board at the annual membership meeting, the board will elect its officers by a majority vote for a term of one year. Each officer shall remain in office until the election of their successor.

### **B. Removal**

An Officer may be removed with due cause by the voting members at an annual meeting or a special meeting of the membership called expressly for that purpose. Any officer may also be removed by a vote of two-thirds of the directors then in office at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors.

### **C. Resignation**

An officer may resign at any time by giving written notice to the Board of Directors.

### **D. Vacancies**

Vacancies in any office will be filled by a majority vote of the remaining Directors. The incoming officer will complete the term of the outgoing officer.

### **E. President**

The President facilitates meetings of the Board of Directors and meetings of the membership, and represents INA as a liaison to third parties. The President may sign, with the Secretary or any other properly authorized officer, all deeds, mortgages, bonds, contracts, bids, or other instruments which the Board of Directors has authorized, except where the signing of such instrument is expressly delegated to the Board of Directors.

### **F. Vice President**

In the President's absence, the Vice President will assume the duties, powers, and restrictions of the President.

### **G. Secretary**

The Secretary maintains and makes available the following materials relevant to INA:

- Minutes for all meetings
- Records, by-laws and procedural manuals
- Roster of directors and officers, by term
- Meeting time, date, location information
- General correspondence

## **H. Treasurer**

The Treasurer will report the financial condition of INA at meetings of the board and membership. Shall have charge and custody of the following:

- All funds of INA
- Receipts for the monies due and payable to the INA from any source.
- Deposit all such money in the name of the INA in such banks, trust companies or depositories, as shall be selected in accordance with these By-Laws.
- Perform all duties incident to the office of Treasurer, and such other duties as may be prescribed by the President or the Board of Directors from time to time.
- Prepares an annual report of the financial condition of the INA, to be made available to the membership at the annual meeting of the membership.

## **I. Compensation**

Officers serve in a voluntary capacity without payment or remuneration except reimbursement for documented expenses incurred by that officer in furtherance of INA's purposes.

## **ARTICLE VI – COMMITTEES**

The Board of Directors may appoint committees. A committee is created when a resolution is adopted by a majority of the Board of Directors in accordance with Article III, Section K, and may consist of one or more Directors and other persons as approved by the Board of Directors. Each committee is chaired by a voting member of the INA appointed according to its resolution. The work of any committee is subject to review by the Board of Directors at any meeting of the Board of Directors.

## **ARTICLE VII – CONTRACTS, LOANS, CHECKS AND DEPOSITS**

### **A. Contracts**

The Board of Directors may authorize its Directors or agents to negotiate, execute, and deliver contracts and service agreements on behalf of the INA.

### **B. Loans**

No loans or contracts of indebtedness shall be issued in the name of the INA unless specifically authorized by a resolution of the Board of Directors.

### **C. Payments**

Directors shall issue payments made in the name of the INA as set forth in the Board of Directors policy.

### **D. Deposits**

Funds of the INA shall be deposited in a timely manner, in accordance with Article V section.

### **E. Financial Review**

A financial review is done annually by the Board of Directors and available to the membership at the annual meeting of the membership.

## **F. Contributions**

The Board of Directors may accept on behalf of the INA contributions, gifts, or bequests for the purposes of the INA.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year of the INA shall begin on the first day of July and shall end on the last day of June in each year.

## **ARTICLE IX - WAIVER OF NOTICE**

A signed waiver of notice will suffice whenever notice is required to be given to a member or Director of INA under these By-Laws, or any other applicable law.

## **ARTICLE X – AMENDMENTS**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by an affirmative vote of three-fourths of the Board of Directors present at any regular or special meeting of the Board of Directors called for that purpose. Notice of any proposed alteration, amendments, repeal or new By-Law shall be listed as an agenda item and the agenda must be made available no less than ten (10) days and no more than fifty (50) days prior to the board meeting.

Adopted October 28, 1992

Amended October 3, 1993

Amended October 19, 2000

Amended September 4, 2001

Amended March 19, 2005

Amended October 07, 2025 by Roy Helm, Judy Hart, Kelly Neill, Isaac Remboldt, and Heidi Thompson