



# BROOKSIDE NEIGHBORHOOD ASSOCIATION

## BYLAWS

### ARTICLE I – NAME & PURPOSE

This organization shall be named the “Brookside Neighborhood Association,” also known as the “BNA.” The BNA is a non-profit 501(c)(4) organization whose purpose is to strive to maintain, enhance and improve the quality of life of the neighborhood. The Association boundaries shall be as follows:

- Riverside Drive on the west
- Interstate 44 on the south
- Lewis Avenue on the east
- 31st Street on the north

### ARTICLE II – GOALS

- To inform our neighborhood of pertinent information affecting the BNA Neighborhood.
- To cultivate and support ideas and actions which promote community spirit and identity, thus benefiting the BNA neighborhood and surrounding neighborhoods.
- To maintain and promote stability and improvement of neighborhood property values.
- To promote a safe and secure neighborhood free from all crime, including vandalism.
- To support, enhance and cultivate any civic improvement to the Neighborhood while avoiding commercial endorsements or affiliations.
- To promote adherence to City of Tulsa codes and regulations by all Neighborhood residents and businesses.

### ARTICLE III – MEMBERSHIP

The membership of BNA shall consist of three membership categories, as follows:

- Regular Member: any homeowner or renter living in the Neighborhood
- Associate Member: any person who may own property or operate a business in the Neighborhood or not be a resident of the neighborhood. Members in this category are not eligible to hold office or vote on BNA business, with the exception of the Brookside Business Association Liaison (BBA Liaison).
- Courtesy Membership: persons designated by the BNA President. Members in this category are not eligible to hold office or vote on BNA business and do not pay dues.

To be a regular or associate member in good standing, a person must have paid dues for the current membership year beginning January 1 and support the goals and objectives of the BNA. A single membership may optionally include all members of a household, but only one vote can then be exercised for each dues amount paid. Early bird discount is available for members who pay their dues in November or December of this year for the following year. All members in good standing receive BNA and related mailings and communications.

### ARTICLE IV/A – BOARD OF DIRECTORS (MEMBERSHIP)

#### *Section 1. Board of Directors*

The Board of Directors of the BNA (“Board”) shall be comprised of the elected officers (President, Vice-President, Secretary, Treasurer, Communications Officer, Membership Officer, Brookside Business

Association Liaison, City Liaison) and the Immediate Past President. All of the above shall be regular members of the BNA in good standing at time of election and during their term of office.

The Board of Directors shall be responsible for formulating BNA policy in accordance with Articles I and II of these Bylaws and the wishes of the general membership as expressed and adopted at general membership or annual business meetings.

The Board shall be responsible for conducting the regular and ordinary business of the BNA and shall meet at least four (4) times (preferably quarterly or bimonthly) during the membership (calendar) year, at a time and location convenient for a majority of Board members. Board positions may be filled by any regular member in good standing of the BNA.

A quorum shall consist of a majority of the elected and currently serving Board members, but never less than three (3) members. For the Board to take action by voting, either the President or the Vice President must be present. Any person serving in the capacity of two or more positions on the Board shall only have one vote.

#### *Section 2. BBA Liaison*

The Brookside Business Association (BBA) Liaison board position shall be proposed (nominated) by that association in consultation with the BNA Board, and a vote of the BNA membership at the annual business meeting shall be required to approve the choice of the BBA Liaison for the next calendar year.

#### *Section 3. Historian*

The Historian is a separate committee of one member who serves as long as possible and not to be elected annually, and who can retain all historical records of the BNA (records of events and activities, important correspondence, meeting minutes and copies of annual financial reports, etc.) for use in future years. Duties shall include giving a brief report at the annual meeting and providing historical records to any board member who needs them.

#### *Section 4. Committees*

The Committees of the BNA include:

- A. Permanent Committees: Communications and Membership.
- B. Standing Committees, which exist for the entire calendar year: Zoning, Public Relations/Events, and optionally others as needed.
- C. Ad Hoc Committees, which are constituted annually at an appropriate time and are dissolved when their work is completed: Nominating, Budget, Bylaws, and optionally others as needed.
- D. Committee chairs shall not have voting privileges on the Board, with the exception of the Communications Officer and Membership Officer, who also act as the chairs of those respective committees.

The BNA President shall appoint all members of the Nominating Committee (See Article V). The BNA President shall appoint all other committee chairs, who then shall select and appoint their own committee members. All committee appointments by the President shall require a confirmation vote by the Board.

#### *Section 5. Vacancies*

If any elected Board position, aside from that of the President, becomes vacant during the calendar year, the Board will identify a suitable replacement, and a vote on their election will be held at the next general meeting of the membership that is scheduled more than fifteen (15) days away at the time such candidate is identified. A current officer can be nominated to temporarily fill an additional officer role if

it is necessary for proper conduct of BNA business until the next regular annual election. The candidate to fill a vacant position must be a regular member of BNA in good standing.

## **ARTICLE IV/B – BOARD OF DIRECTORS (DUTIES)**

*Section 1.* The President(s) shall:

- preside at all BNA meetings
- sign BNA documents as required
- report significant events and activities to the Board of Directors and to the general membership at all program and business meetings of the BNA
- represent the BNA at all community events, activities and meetings as required and appropriate. Only the President shall be authorized to speak for the BNA in the community at large unless another person is delegated to do so by the BNA President.
- appoint committee chairs, with required confirmation by the Board of Directors (See Article IV/A, *Section 3*)
- have signatory power over, and authorization to access, all financial accounts of the BNA

*Section 2.* The Vice-President shall:

- preside at all BNA meetings in the absence of the President
- shall represent the BNA at all community events, activities and meetings as requested by the President
- shall succeed to the office of President for the balance of the current calendar year, should the office of President become vacant

*Section 3.* The Secretary shall:

- be responsible for recording minutes of all Board, Executive Committee and annual business meetings
- shall be responsible for keeping all BNA correspondence and BNA documents not kept by other Board officers
- shall also notify Board members of all scheduled and called Board meetings
- pass on any relevant records to historian at end of year

*Section 4.* The Treasurer shall:

- transact financial business on behalf of the BNA
- be responsible for all financial matters pertaining to the BNA
- have signatory power over, and authorization to access, all financial accounts of the BNA
- collect and deposit all monies and make disbursements
- prepare an annual budget
- furnish month-end financial reports to the Board of Directors and BNA membership at each meeting
- prepare a complete year-end financial report for presentation to the general membership at the annual business meeting
- maintain a complete and current list of all paid members and their residency status
- prepare the BNA books for audit
- file tax forms annually as required to the IRS

Pre-approval by the Board of Directors shall be required for all expenditures over \$200.00 prior to any disbursement being made.

The Treasurer shall keep the current membership list of the BNA and provide regular membership reports to the Board of Directors. The BNA membership list shall not be given or sold to persons or organizations outside the BNA.

At the end of the membership year, the Treasurer shall prepare the books for an internal audit to be performed by two members of the Board as appointed by the President. The written report of the audit shall be submitted to the Board of Directors for acceptance and approval. Copies of the audit and report shall be filed with the records of the Secretary and the Treasurer.

*Section 5.* The Communications Officer shall:

- serve also as chair of the Communications Committee
- appoint any needed members to the Communications Committee
- prepare and distribute communications to the membership and Board, including notices of meetings and events, ten (10) days in advance.
- manage the BNA website, social media presence and email communications
- prepare Communications Committee update reports to present at the Board meetings
- prepare a Communications Committee annual report for presentation to the members at the annual business meeting

*Section 6.* The Membership Officer shall:

- serve also as chair of the Membership Committee
- appoint any needed members to the Membership Committee
- develop strategies for BNA membership growth and retention
- prepare Membership Committee update reports to present at the Board meetings
- prepare a Membership Committee annual report for presentation to the members at the annual business meeting

*Section 7.* The Brookside Business Association (BBA) Liaison shall:

- represent the BBA on the Board of the BNA
- insure open and regular communication between the leadership of the two associations
- keep the BNA Board apprised of any significant information regarding businesses and commercial activities within the boundaries of the BNA

*Section 8.* The City Liaison shall:

- represent the BNA at City Council meetings
- report at membership meeting any pertinent information regarding the BNA Neighborhood
- advocate for issues at city council meeting regarding BNA Neighborhood at the request of the Board

*Section 9.* The Immediate Past-President shall serve as adviser to the Board of Directors, especially to the current President. Other duties may be assigned by the President. The Immediate Past-President shall serve in this capacity while the person serving as President occupies that position (*i.e.*, a maximum of two sequential years).

In a situation where the Immediate past president is no longer a regular member in good standing or opts not to serve, it shall be permitted for the Board to appoint an earlier past president to the role, if such appointee agrees to serve.

## **ARTICLE V – NOMINATION AND ELECTION OF OFFICERS**

The President shall appoint the Nominating Committee to consist of one current Board member and two BNA members at large (*i.e.*, not serving on the Board) and in good standing, with a required

confirmation vote by the Board of Directors. The Nominating Committee shall be appointed by September 1 each year.

The Nominated slate of officers shall consist of the following elective Board positions: President, Vice-President, Secretary, Treasurer, Communications Officer, Membership Officer, City Liaison, and BBA Liaison. All nominees for these elected positions shall be regular members of the BNA in good standing. Nominees for the office of President shall have served a minimum of one year on the Board of Directors prior to nomination to this office. Nominees for the other elected Board positions shall have been a regular BNA member in good standing for a minimum of one year prior to nomination to a Board position.

The slate of nominees shall be communicated to all BNA members at least ten (10) days preceding the annual business meeting. The slate shall be presented at this business meeting, along with a call for additional nominations from the floor before the vote is held. A person making a nomination from the floor shall have the consent of the prospective nominee prior to nomination. A nomination from the floor must also receive a second for the candidate to be considered for election. If there is more than one nominee for an office, then the vote for that office must be taken by secret ballot. Otherwise, a motion "to elect the slate of nominees by acclamation" may be passed by a voice vote to elect all candidates for the uncontested positions.

Election of these officers shall be based on a simple majority of regular members present at the annual business meeting, provided a quorum exists. A quorum shall be twenty per cent (20%) of the members in good standing of the BNA, but no less than seven (7) persons. The term of office for elected officers shall be for one year, and each elected officer can serve no more than two consecutive one-year terms in the same position. A person elected to fill a vacancy shall be entitled to serve two additional full and consecutive one-year terms in that position by nomination and election (see also Article IV/A, *Section 4*).

If no suitable candidate can be identified to fill a Board position, then as a last resort, the current holder of that office can be re-elected again, even if they've served in it for two years already. However, a new candidate for the office should be given priority on the slate of nominees if at all possible.

## **ARTICLE VI – MEETINGS**

*Section 1.* The Board of Directors shall meet at least four (4) times (preferably quarterly or bimonthly) during the membership (calendar) year at a time and location convenient for a majority of Board members.

Meetings of the Board of Directors shall be closed meetings. However, if a BNA member has a specific item of business to present to the Board, then the member may make a request at least one week in advance of the Board meeting to the President for considering the item to be put on the meeting agenda. The President may accept or deny that request for any reason. The President may also optionally choose to invite a speaker on a subject of interest to attend all or part of a board meeting.

A quorum for any Board meeting shall consist of a majority of the total members currently serving on the Board, but never less than three (3) members. Also, for the Board to take action by voting, either the President or the Vice President must be present. (See Article IV/A, *Section 1*).

*Section 2.* The annual business meeting of the general membership of the BNA shall be held in the last quarter of the calendar year at a time and location determined by the Board of Directors and for which at least ten (10) days advance notification to the membership has been made, including communication

of the slate of nominees for the elected Board positions. The purposes of the annual business meeting are, as follows:

- Officer Reports
- Election of Officers
- Set and approve the amount of membership dues to be charged for the coming year
- Conduct any other business related to the BNA
- Approve any Board actions or requests

*Section 3.* A quorum for all general membership meetings, including the annual business meeting, shall consist of twenty per cent (20%) of the regular members in good standing of the BNA, but no less than seven (7) persons. All items required by vote must be passed by a majority of 50% plus 1 person as long as a quorum is present. If a quorum is found not to be present at any general membership meeting, the meeting can optionally continue for the sharing of information and guest speakers, but no official motions can be passed without a quorum present.

*Section 4.* Conducting meetings optionally by Zoom or other online meeting technology shall be allowed, with the following limitations:

- Members attending a general membership meeting by remote access shall not participate in any voting or be counted toward the quorum.
- Members who are unable to, or opt not to, use such technology must be provided with a physical location within the Association's boundaries where they can physically attend the meeting and vote on motions.

For business to be conducted at remote Board of Directors meetings by voting, the remote attendance technology used must enable voting by each member. At such meetings, all attendees must be able to view any visual materials presented (or have received a copy in advance), hear all speakers, and be able to share their own comments and votes either by speaking or using the chat function of the meeting software.

*Section 5.* The rules contained in *Roberts Rules of Order Newly Revised* shall govern the meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or the special rules of order established by the BNA.

## **ARTICLE VII – ASSOCIATION FUNDS**

*Section 1.* Dues shall be established by the general membership at the annual business meeting of the BNA upon recommendation of the Board of Directors. A simple majority vote of the regular members present shall determine the dues for each membership category for the following membership year provided that a quorum is present.

*Section 2.* The Board of Directors shall have the authority to disburse BNA funds in accordance with the stated purposes and policies of the BNA provided that the Board does not bind or commit the BNA beyond 25% of BNA funds on hand at any given time to any single disbursement without a majority vote of the general membership prior to the disbursement of these funds.

## **ARTICLE VIII – AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended at any general membership business meeting by a vote of the regular members present provided that a quorum exists and that at least ten (10) days' notice of the proposed amendments have been provided to the BNA membership in writing. For such amendments to be approved, the vote tally in favor of them must be at least two-thirds (2/3) of the members present.

## **ARTICLE IX – REMOVAL OF MEMBERS**

*Section 1.* BNA Members may be removed for cause by a two-thirds (2/3) majority vote of the membership at a general membership meeting, after such removal is added to the meeting agenda by a majority vote of the Board of Directors. Before such member is removed from the membership, they shall have the right to appeal, first to the Board, then to make a statement in their defense to the membership at the meeting at which their removal is being considered. The removal can be temporary/probationary, or can be permanent, depending on the cause of the removal and whether the person was warned but persisted in the conduct. Some reasons that may be considered include but are not limited to:

- Significant and ongoing disruption or undermining of the conduct of business of the membership or Board of Directors.
- Theft or misuse of funds or the personal information of members.
- Bullying, harassment, threats, personal attacks, inappropriate physical contact or other behaviors that make members feel unsafe.

*Section 2.* A Board member can be removed from office by a two-thirds (2/3) majority vote of the membership at a general membership meeting. Before such member is removed from the Board, they shall have the right to make a statement in their defense to the membership at the meeting at which their removal is being considered. The removal motion can specify whether the person's re-election at a later date is allowed or should be considered a permanent ban from being re-elected to the Board position (or any Board position), depending on the cause of the removal.

Some reasons that may be considered include but are not limited to:

- Any of the reasons listed in *Section 1* above.
- inability to serve due to physical or mental incapacity or excessive absences (including anticipated future absences).

If the person being considered for removal is suspected of financial impropriety, the President or Treasurer shall have the power to immediately remove their access to the financial accounts until the membership vote on removal has occurred and the situation is resolved.

***THESE BYLAWS WERE APPROVED BY THE BNA MEMBERSHIP AUGUST 2023.***