

Parkside Neighborhood Association
By-Laws
Adopted _____
Revised November 1998, March 4, 2012

- I. **Name.** The name of this organization shall be the Parkside Neighborhood Association, hereinafter referred to as “PNA.”
- II. **Purpose.** The purpose of the PNA is to foster a sense of community and neighborhood among its members and fellow citizens; to work for the safety, cleanliness, and livability of its streets and its homes; and to help promote the use and appreciation of Deering Oaks Park.
- III. **Boundaries.** The Parkside Neighborhood is defined as encompassing all the following areas: Park Avenue up to the north (downhill) side of Congress Street, Forest Avenue to the east side of Weymouth Street, and Deering Oaks Park.
- IV. **Membership.**
 - A. **General Membership.** Membership in the PNA shall be open to all legal residents of the Parkside Neighborhood (as defined in Sec. III), and non-resident Parkside Neighborhood property owners. A General Member shall be entitled to equal say and equal vote at Annual and Special Meetings.
 - B. **Associate Membership.** Associate Membership shall be open to non-Parkside Neighborhood interested parties. Associate Members shall have the right to speak but not to vote at Annual and Special Meetings.
- V. **Meetings.**
 - A. **Annual Meetings.** The PNA shall hold an Annual Meeting at a time, place, and date set and well-politicized by the Board of Directors. The annual Meeting shall be open to all PNA Members and to the public. Meeting agendas shall be made publicly available beforehand.
 - B. **Special Meetings.** By a majority vote of the Board of Directors, Special Meetings of the general PNA membership may be called at any time (usually monthly, on the second (2nd) Thursday of the month) on whatever topic(s) deemed necessary.
- VI. **Power and Authority.** The full power and authority of the PNA shall reside in the voting membership of the PNA, and in the Board of Directors of the PNA, as their representative, at such times as the PNA is not gathered in Annual or Special Meetings.
- VII. **Board of Directors.** The PNA Board of Directors shall consist of nine (9) members, at least seven (7) of whom shall be legal residents of the Parkside Neighborhood (as defined in Sec. III), and no more than two (2) of whom may be non-resident Parkside Neighborhood property owners. Within three (3) months of the election of the Board, up to five (5) members shall agree to a two (2) year term and the remainder to a one (1) year term. All Board members shall subsequently be elected to two (2) year terms, thus

providing for a staggered Board membership. All Board of Directors members shall serve until their successors are duly elected.

- A. **Nomination and Election.** Any eligible general member of the PNA may notify the PNA Secretary of their intention to run for Board membership in writing at least seven (7) days before the Annual Meeting. At the Annual Meeting nominations may be made from the floor by any General Member of the PNA with a second by any General Member. The nine (9) members receiving the majority of the vote shall become Board members. Nominated candidates shall have an opportunity to address the membership before the voting process; the current President may limit the duration. Election shall be by paper ballot.
 - B. **Vacancies.** Vacancies occurring in the Board of Directors shall be filled at the next General Meeting of the PNA or appointed to the un-expired remainder of the term by the President, subject to a two-thirds vote of the Board.
 - C. **Agenda Requests.** Prior to a scheduled Board of Directors meeting, any member of the PNA may, by request to the President, add an item to the agenda under “new business.”
 - D. **Executive Session.** At any meeting, the Board of Directors may vote to enter executive session at which any General Member may be present, but only Board members may speak and vote.
 - E. **Attendance.** The Board of Directors will meet to discuss the continued service of any member of the Board of Directors missing three (3) or more meetings in a twelve (12) month period. Said member maybe asked to vacate their position, and a new member will be appointed by the President, subject to a two-thirds vote by the Board of Directors.
- VIII. **Officers.** The Officers of the PNA shall consist of a President, Vice President, Treasurer, Secretary, and such other officers as the PNA shall from time to time deem necessary. All officers shall serve without pay except for reimbursement of expenses as approved by the majority of the Board of Directors. All officers shall serve a one (1) year term.
- A. **Nomination and Election.** From the nine (9) members of the Board of Directors, the General Members of the PNA shall elect a President at the Annual meeting, by paper ballot and majority vote. The Board of Directors shall elect from its own number a Vice President, Treasurer, Secretary, and such other officers as the PNA shall from time to time deem necessary.
 - B. **Duties of Officers.** The President or designee shall preside at all special and annual meetings of the PNA and at all meetings of the Board of Directors. The President or designee shall serve as spokesperson for the PNA. No person shall serve as President for more than three (3) consecutive terms. The Vice President shall assist the President in all PNA matters deemed necessary. No person shall serve as Vice President for more than three (3) consecutive terms. The Secretary shall keep accurate minutes of all special, annual, and PNA Board meetings, which shall be a matter of public record. The Secretary shall keep a file of all correspondence, news items, flyers, and all such materials regarding the PNA. The Treasurer shall keep clear and accurate accounts of all PNA financial transactions including deposits, withdrawals, and expenses of all sorts incurred, and such accounts shall be a matter of public record. Annually a subcommittee of

PNA members shall inspect the Treasurer's records and report their findings to the annual meeting.

IX. Removal from Office and Vacancies.

- A. **Vacancy.** Should a vacancy occur in the office of President, the Vice President shall serve as Acting President until the next Special or Annual meeting, whichever the Board shall designate, at which time the vacancy shall be filled by method outlined in Sec. VIIA above. Should a vacancy occur in any other officer's position, the Board shall designate an acting Officer for that position until the position is filled by election at the next Special or Annual meeting, in a manner described in Sec. VIIA above.
 - B. **Removal from Office.** Any elected Officer or member of the Board of Directors may be removed from office for just cause as determined by a two-thirds vote of the Board of Directors, if they deem the just cause to be pressing and immediate. In addition, any elected Officer or Director may be removed from office for just cause as determined by paper ballot of two-thirds of the PNA membership present and voting at a Special meeting called for that purpose, with both sides being given ample opportunity to present their case.
- X. **Amendments.** Amendments to these by-laws may be made upon a vote of two-thirds of the PNA members present and voting at any Annual or Special meeting called for that purpose. Amendments may be proposed by a majority vote of the Board of Directors, a subcommittee empowered by them to do the same, or by petition signed by twenty five (25) members or one-quarter of the General Membership, whichever is greater. Amendments shall be presented on paper, in full wording with full changes and deletions and additions clearly and completely presented. All Amendments shall be posted and made readily available to PNA members at least ten (10) days before the scheduled vote.