

Midtowne Sixth Ward Neighborhood Association, Inc.
Bylaws
January 2007

ARTICLE I NAME

Section 1.

The name of the organization shall be the **Midtown Sixth Ward Neighborhood Association, Inc. (MSWNA)**.

ARTICLE II PURPOSES

MSWNA is organized as a public benefit corporation exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) and, more specifically: The purpose of this Corporation shall be to protect, enhance and preserve the neighborhood known as the Midtowne Sixth Ward in Helena, Montana: to provide opportunities for neighborhood improvements and to be an advocate for improvements: to collect and be a repository for information about such opportunities: and to make available to our community and those interested, materials related to economic development and planning, historic preservation, local history, and civic and commercial improvements through such instruments as workshops, exhibits, public meetings, articles and newsletters: to establish and maintain a program of neighborhood participation in issues, projects and celebrations pertaining to the Midtowne Sixth Ward and to accept donations of money, real property or other property for the above purposes or any other charitable and educational purposes allowed within the meaning pf Section 501 (c) (3) of the IRS code or any successor sections and any other lawful activity. For the purposes of this Corporation the Midtowne Sixth Ward is defined as that area: **Starting from the intersection of Montana and Prospect East to the Interstate then follow the Interstate North to Cedar, then West to National, then South to East Lyndale(Euclid), then West to Rodney, south to East 15th , East along the football field to Idaho, north to Billings, then East to Montana, then South to Prospect in the City of Helena, the County of Lewis and Clark and the State of Montana, USA. See Map.**

As a central and integral part of the Helena Community, the Midtowne Sixth Ward Neighborhood Association will support measurered, sustainable growth and programs in residential and commercial development while maintaining the existence and integrity of its mixed uses, built environment, historic resources and that of the community an dits neighborhood. MSWNA is dedicated to a diverse, affordable, livable area in a traditional sense of a pedestrian friendly Helena neighborhood.

1. The objects for which the Association is formed are fully set forth in the articles of Incorporation.

2. The Association shall not be operated for profit and no part of the income property of the Association shall accrue directly to the personal benefit of any incorporator, member, director or officer.
3. The Association shall carry out its purposes through chartered member organizations located within the State of Montana.

Section 2.

The principal office of the administration shall be located at the place designated by the Board of Directors, and other offices for the transaction of business shall be located at such place or places within the State of Montana as the Board of Directors may from time to time select.

Section 3.

The fiscal year of the MSWNA shall coincide with the calendar year.

ARTICLE III MEMBERSHIP

Section 1.

The MSWNA shall have members.

Section 2.

Members of the MSWNA comprise all persons who have paid the current membership dues. A member may not be expelled or suspended and membership may not be terminated or suspended unless the Board of Directors

- (1) provides the member at least 15 days written notice sent by first-class mail to the member's last known address setting forth the notice of expulsion, suspension, or termination and the reasons for the same;
- (2) provides an opportunity for the member to be heard, orally or in writing, not less than 5 days before the effective date of such expulsion, suspension, or termination by the Board of Directors.

Any proceeding challenging the expulsion, suspension, or termination shall be commenced within one year after the effective date of the expulsion, suspension or termination.

Section 3.

Membership categories and dues shall be determined from time to time by the Board of Directors of the MSWNA. MSWNA shall maintain and make available upon request an alphabetical list of members entitled to vote at meetings.

Section 4.

A member may not transfer a membership or any right arising from a membership.

MSWNA may not purchase any of its memberships or any right arising from a membership.

Section 5.

A member shall not be personally liable for the acts, debts, liabilities, or obligations of MSWNA. The obligation to submit a membership fee does not create a liability for a member.

Section 6.

The resignation, expulsion, or suspension, of a member does not relieve the member from any obligations the member may have to MSWNA as a result of obligations incurred or commitments made prior to the resignation.

ARTICLE IV DIRECTORS

Section 1.

The Board of Directors of MSWNA(Board) shall be elected by the general membership at the annual meeting of the Corporation.

Section 2.

The Board shall have the responsibility for the business and affairs of the MSWNA.

Section 3.

The Board shall consist of at minimum three (3) members. Directors are elected annually to serve a term of three (3) years.

Section 4.

Any candidate for the Board must be an active member of the MSWNA prior to election to the Board.

Section 5.

In the event of a vacancy on the Board prior to the completion of term, the nominating committee shall present nominations at any regular or special meetings of the Board. Subject to additional nominations from the floor, the vacancy shall be filled by a majority

vote of the trustees present at said meeting. The person elected shall fill the remainder of the unexpired term.

Section 6.

Any member of the Board who shall be absent for three meetings a year without presenting satisfactory excuse or who has failed to maintain membership in the MSWNA may be removed from the Board by a majority vote of the board members. Such action shall not be taken until subject Board member has been notified in writing and provided an opportunity to respond.

Section 7.

A director is not liable to MSWNA, and MSWNA member, or any other person for any action taken or not taken as a director if the director acted in compliance with these bylaws and the provisions of Mont. Code Ann. §35-2-401 through 454.

A director may not be a trustee with respect to MSWNA or with respect to any property held or administered by MSWNA, including but not limited to property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 8.

A director may resign at any time by delivering written notice of the resignation to the Board or any officer of MSWNA.

The members or Board may remove a director for cause by voting on the same at a meeting specifically called for the purpose of removing the director.

The Board may elect a member to a vacancy on the Board to serve out the remainder of the term left by the vacating director.

ARTICLE V MEETINGS

Section 1.

The annual meeting of the active members of the MSWNA shall be held during the month of March. The time and place of the annual meeting shall be determined by the Board. Notice of the meeting will be provided to all members at least thirty days prior to the date of the annual meeting. The notice shall decide the matters that must be considered and approved by the members. Twenty-four active members present shall constitute a quorum for the election of Board members or for the transaction of business at the annual meeting. At the annual meeting, the president, and chief financial officer of MSWNA shall report on the activities and financial condition of MSWNA and the members shall consider and act on any other matter duly raised before it.

Section 2.

MSWNA members may not approve matters without a meeting.

Section 3.

The Board may take action without a meeting if the action is set forth in writing and signed by each director and included in the minutes of the corporate records.

Section 4.

Regular or special meetings of the Board and/or the membership may be called by the president or, in his/her absence, by the vice president, or at the request of three officers or at the request of five members of the MSWNA. Such request shall be addressed to the Board and delivered to the MSWNA business office. **[This depends upon the number of directors – see Article IV Directors]**

Notice of special and regular meetings of the membership shall be provided at least 10 days prior to the meeting date. The notice shall describe the matters that must be approved by the members at the meeting. **[Do you want directors meetings to have the same provisions? It's options for them.]**

ARTICLE VI OFFICERS

Section 1.

The officers of the MSWNA shall be the president, vice president, secretary, and treasurer.

Section 2.

The offices must be elected by a majority of the members simultaneously with the date of the election of the Board. Notwithstanding the initial election of officers, no person shall be eligible for election to the office of president unless he/she has continuously been a member of the Board since the preceding regular annual election of officers. **[these are suggestions- not required under the law]**

Section 3.

All elected officers shall be members and shall serve for a term of one (1) year until their successors have been elected. Elected officers are eligible to succeed themselves no more than once. The Board shall fill any unexpired term at a regular monthly meeting next following the vacancy. The Board may act to remove an officer at any time.

ARTICLE VII DUTIES OF OFFICERS

Section 1.

The President shall be the chief executive officer of the MSWNA. The President shall preside at all meetings of the membership and shall preside at all meetings of the Board

Section 2.

The Vice President shall perform the duties of the President in the absence of the President.

Section 3.

The Secretary shall keep an accurate record of minutes of all meetings of the Board and general membership.

Section 4.

The Treasurer shall keep correct and complete records of accounts, showing at all times the actual financial condition of the MSWNA. The Treasurer shall present a financial report at all regularly scheduled Board meetings and at the annual meeting of the membership. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the Board. The Treasurer shall prepare and file on behalf of the MSWNA its annual Not-For-Profit Corporation Annual Report and other such financial reports and returns as may be required from time to time to maintain the MSWNA in good standing under the law. The Treasurer shall cause an annual audit of the books to be made.

ARTICLE VIII COMMITTEES

Section 1.

Committees of the Board may be standing or ad hoc. The President shall appoint all committees subject to approval by the Board. Standing committees shall consist of a minimum of three (3) individuals and shall be chaired by a member of the Board. At least one member of each standing committee shall be appointed from the general membership, i.e., shall not be a Board member. The President may from time to time, with the approval of the Board, appoint additional members of any standing committee.

Section 2.

Each standing committee shall report to the Board its recommendations upon all areas of its responsibility. At least sixty (60) days before the end of each fiscal year, each standing committee shall present to the budget committee its proposed budget for the following fiscal year.

Section 3.

The standing committees and their assigned functions are:

- Budget Committee - - prepares a proposed budget for Board approval at the last regular meeting of the Board in each fiscal year and recommends budgetary adjustments during the course of each year as deemed necessary;
- Finance Committee—plans and implements special and ongoing endowment development activities; writes and submits grants for the Board’s approval, monitors investments of the Corporations assets, advising the Board of Trustees of any recommended changes in investments;
- Executive Committee – acts on behalf of the Board between regularly scheduled Board meetings when required by unusual or time-sensitive circumstances;
- Membership Committee—develops programs for maintaining and expanding Association membership;
- Nominating Committee—review performance of board members eligible for re-election; recruits and nominates potential Board members; presents a slate of proposed Board members at the annual membership meeting; recommends candidates for vacancies on the Board; and nominates Association officers;
- Program Committee—arranges and conducts the regularly schedule public programs;
- Issues Committee –develops and monitors plans, proposal, issues and projects taking place in and around the Midtowne Sixth Ward.

Section 4.

A committee may not

- (1) authorize distributions;
- (2) approve or recommend to members dissolution or merger, or the sale, pledge, or transfer of all or substantially of the corporation’s assets;
- (3) elect, appoint, or remove directors or fill vacancies on the OBard or any committee; or
- (4) adopt, amend, or repeal the articles or bylaws.

ARTICLE IX STAFF

Section 1.

The Board may employ and determine the duties, responsibilities and compensation of a paid or volunteer executive director.

Section 2.

The Executive Director shall be responsible to the Board and shall be subject to the direct supervision of the President. The Executive Director shall be responsible for the implementation, operation, and administration of the programs and activities of the MSWNA. The Executive Director shall present a report on the activities of the MSWNA at each regularly scheduled Board meeting and at the annual membership meeting. The Executive Director shall be an ex officio member, without vote, of all standing and ad hoc committees of the MSWNA. Said ex officio status shall not be counted when determining the size of such bodies, or in determining the existence of a quorum.

Section 3.

All paid and voluntary staff of the MSWNA shall be responsible to the Executive Director. Staff activities and services for any standing committee shall be arranged through and coordinated by the Executive Director. The Executive Director may recommend the creation of staff positions and the employment, promotion, and termination of any staff member, subject to approval by the Board

ARTICLE X MISCELLANEOUS

Section 1.

Meeting of the Board and membership shall be conducted according to *Roberts' Rules of Order*.

ARTICLE XI EXECUTION OR INSTRUMENTS

Section 1.

Unless otherwise ordered by the Board, all written contracts and other documents entered into by the MSWNA shall be executed on behalf of the organization by the President. The Board may authorize any officer or officers, agent or agents of the MSWNA to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the MSWNA. Such authority may be general or confined to specific instances.

ARTICLE XII DISSOLUTION

Section 1.

In the event of the dissolution of the MSWNA, all assets shall be distributed to such one or more organizations which have purposes and objects similar to those of the MSWNA

and are exempt from United States income taxes under the provision of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII AMENDMENTS

Section 1.

These Bylaws may be amended by a majority vote of members present or voting by proxy at any regular meeting or special meeting called for the purpose, provided the amendment has been previously passed by a two-thirds vote of the board and that the text of the amendment is submitted to the members at least thirty (30) days prior to the meeting.

ARTICLE XIV APPLICABLE LAW

Section 1.

Notwithstanding any conflict of law provision, these bylaws and any action arising pursuant to these bylaws is subject to the laws of the state of Montana. Except where these bylaws specifically provide otherwise, the statutory provisions for nonprofit corporations at Mont. Code Ann §35-2-101, et seq. apply.

These Bylaws were approved and adopted _____ June 5, 2008 _____

Secretary