

Meadowood Neighborhood Association, Inc. Bylaws

Article I: Name

The name of the corporation shall be the Meadowood Neighborhood Association, Inc. (MNA). Its address is P.O. Box 45528, Madison, WI 53744-5528.

Article II: The MNA's Purpose

The purpose of the MNA is to promote fellowship among its members, those eligible for membership, and to work for community betterment. It was organized for charitable, educational and literary purposes.

Article III: Membership

3.01 Eligibility

- A. Any adult, 18 or older, residing in a dwelling located within the area of the Meadowood Neighborhood Association (Exhibit A, attached) is eligible for membership.
- B. Dues, as fixed by the Board of Directors (board), must be paid to obtain membership. Dues may be waived by the board.
- C. Persons active in the Meadowood neighborhood but living outside it may petition the board to become non-voting members.

3.02 Nondiscrimination

MNA's policy is one of nondiscrimination in regards to sex, race, religion, color, national origin or ancestry, citizenship status, age, handicap/disability, marital status, source of income, arrest record, conviction record (with exceptions required by Wisconsin State Law section 48.685 and 50.065 and the City of Madison Resolution 53279), less than honorable discharge, physical appearance, sexual orientation, gender identity, genetic identity, political beliefs, familial status, student status, domestic partnership status, receipt of rental assistance, or status as a victim of domestic abuse, sexual assault, or stalking.

3.03 Rights of Members

- A. Members have the right to vote in annual elections.
- B. Members have the right to attend any MNA meeting.
- C. Members have the right to serve on the MNA Board.
- D. Members have the right to serve on committees as established by the Board.
- E. Members have the right and are encouraged to participate in any activities or events of the MNA.

Article IV: Structure of Board of Directors

4.01 The Board of Directors

- A. Officers.
 - 1. President;
 - 2. Vice-President;
 - 3. Secretary; and
 - 4. Treasurer.
- B. Area representatives.
 - 1. The MNA is divided into 15 geographic areas to foster democratic representation. (Areas are Exhibit B, attached.)
 - 2. To the extent possible, each Area shall have an elected representative, who resides in the Area .
 - 3. If an Area is unrepresented by a resident-member, any voting MNA member may represent that area if duly elected by the residents.
 - 4. If possible, an Area shall not exceed 100 dwelling units.
 - 5. The boundaries of an Area shall follow as natural a division as possible.
- C. At-large Members

Two at-large members may be appointed to the board by majority vote of the board.

4.02 Officers

- A. President. The President, subject to the board of directors' control, shall:
 - 1. Superintend and manage the MNA' s business;
 - 2. Coordinate and supervise the work of its other officers;
 - 3. Have authority to sign, execute and deliver in the MNA' s name all instruments either when specifically authorized by the board of directors or when required or deemed necessary by the president in the ordinary conduct of the MNA' s normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the board to some other officer(s) or agent(s) of the MNA or shall be required by law;
 - 4. Have authority, in the event of a vacancy on the board of directors that occurs between annual meetings, to appoint a new member to serve the remainder of that term, the appointment being subject to the approval by the board at its next regular meeting;
 - 5. In general, perform all duties incident to the office of the president and such other duties as from time to time may be assigned to him

- or her by the board of directors;
6. Report to the membership at the Annual Membership Meeting on the accomplishments of the board of directors during the last year.
 7. Preside at all meetings of the board and general membership.
 8. The President, or his or her designee, shall represent the MNA in all matters of general interest to its members.
 9. Supervise the general activities of the organization.
 10. Appoint, with the board of director's approval, all committee chairpersons and advisory positions.
 11. Designate any ad hoc committees as appropriate.
 12. Prepare the agenda for board meetings.
 13. Be the primary spokesperson for the MNA unless otherwise designated.
 14. Disburse funds in the absence of the Treasurer.
- B. Vice-President. The Vice-President shall:
1. Perform all duties of the President in the absence of that officer.
 2. Perform other duties as assigned by the President or by the board of directors.
 3. Keep an accurate calendar list of events and what communications and sign-ups need to be performed for MNA activities, when sign-ups are due, and who receives the particular communications from the city or other organizations.
 4. Supervise the election process each year, taking-in nominations, managing absentee ballots, and overseeing the election process.
- C. Secretary. The Secretary shall:
1. Record the minutes for all board and general membership meetings and shall submit a copy for approval at the next meeting of the board.
 2. Distribute the minutes of the meeting of the board of directors to the board members.
 3. Keep a historical archive of the MNA and provide it to others as necessary.
 4. Prepare correspondence for the MNA as requested by the President.
 5. Maintain a list of all board members.
 6. Keep an accurate list of members, their addresses, phone numbers and email addresses.
 7. Have ultimate responsibility for the accuracy and backup protection of the membership database.

8. Perform other duties as requested by the President.
9. Perform all duties incident to the office of secretary and have such other duties as from time to time may be assigned to him or her by the board of directors or the president.

D. Treasurer. The Treasurer shall:

1. Maintain a record of all MNA funds.
2. Collect and record the annual dues received from the Area Representatives and members of the MNA.
3. Be responsible for the deposit and disbursement of all MNA funds.
4. Maintain a bank account at a financial institution approved by the board. The account shall be placed in the name of the Meadowood Neighborhood Association, Inc. and checks will be signed by either the Treasurer or President.
5. Present the MNA books to the board at the end of each financial year for an audit.
6. Have charge and custody of, and be responsible for all of the MNA's funds and securities; receive and give receipts for monies due and payable to the MNA from any source whatsoever; deposit all such monies in the MNA's name in such banks, financial institutions, credit unions or other depositories selected; cause such funds to be disbursed by checks or drafts on the MNA's authorized depositories, signed as the board of directors may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed.
7. Keep or cause to be kept, correct records of the MNA's funds, business and transactions, and exhibit those records to any director of the MNA upon request.
8. At each monthly board of directors meeting, furnish copies of the MNA's most current financial statement to the directors and answer questions that may be raised regarding the statement.
9. The Treasurer shall, in general, perform all of the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him or her by the board of directors or the president.

E. Area Representatives.

1. Area Representatives will be elected to the board of directors at the annual elections from each designated Area of the Meadowood Neighborhood. That person will represent the specific interests and concerns of the residents within each Area.

2. Area Representatives, and block captains, if any, shall canvas their Areas annually to collect membership dues and update our confidential information for the neighborhood directory database.
 3. Area Representatives will deliver money collected from residents to the MNA Treasurer.
 4. The use of volunteer block captains shall be encouraged within Areas to assist Area Representatives and give a more personal Aface@ to the MNA.
 5. Area Representatives may recruit block captains to assist them.
 6. Area Representatives shall oversee the distribution of newsletters and communications.
 7. Area Representatives, and/or block captains, shall deliver membership cards to their area residents who pay dues.
 8. Area Representatives shall act as a Asounding board@ and local contact for area issues and concerns, reporting these things to the officers and/or board of directors.
 9. Area Representatives shall make a commitment to attend the meetings of the board of directors as often as possible.
- F. At-large members shall perform duties as assigned by the board or president.

4.03 General Powers

The MNA's business and affairs shall be managed under the direction of the board of directors. The duties of the board of directors may include but not be limited to the following:

- A. To conduct the MNA's business and establish procedures.
- B. To hold board meetings monthly at a regular time and place.
- C. To give adequate notice of the time and location of each meetings.
- D. To make all final decisions at meetings.
- E. To adopt a procedure for nominating and electing board members, and filling vacancies on the board in a fair and democratic manner.
- F. To use *Robert's Rules of Order* to conduct all business meetings of the MNA.
- G. To carry out any policies established by the members.
- H. To establish and appoint permanent committees or special committees to work on matters duly designated by the board of directors;
- I. To determine what matters the MNA should consider.
- J. To establish procedures for the wise administration of the organization including but not limited to setting dues and adopting a budget. MNA's

funds shall be used by the board of directors as it sees fit provided that its purpose is met by funding, among other things:

1. Expenses (stamps, envelopes, etc.);
2. Neighborhood activities;
3. The *Meadoword* newsletter (five issues a year; September, November, January, April and June);
4. A neighborhood directory.

4.04 Terms and Election of Board Members

- A. Board members shall be elected for a one year term and may be re-elected annually.
- B. Elections shall be held annually at a meeting open to the full membership; the time and place of which shall be determined by the board.
- C. Nominations of candidates for each position shall be publicized prior to the annual meeting.
- D. Officers and at-large representatives shall be elected by a simple majority of the votes cast by the MNA members.
- E. Area representatives shall be elected by a majority vote of members from their Area.
- F. All officers shall take office at the first Board meeting following the election.
- G. Persons that are currently serving as an officer may run for a different office at the end of the year.
- H. Persons who have served in one office for five consecutive years may not run for that same office until one year has elapsed
- I. Officers may also be elected as Area Representatives.
- J. Persons holding multiple Board positions still have only one vote on the Board.

4.05 Meetings

- A. Quorum Requirement. Except as otherwise provided by ch. 181, Stats., the Articles of Incorporation, or these bylaws, a majority of the number of directors shall constitute a quorum for the transaction of business at any board of directors' meeting.
- B. Voting Requirement. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.
- C. Action Without a Meeting. In an emergency, any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision

of ch. 181, Stats., to be taken by the board of directors at a board meeting may be taken without a meeting if one or more written or electronic consents, setting forth the action so taken, shall be signed or communicated electronically by at least a majority of all the directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written or electronic consent shall be effective when the last director signs or electronically communicates the consent or upon such other effective date as is specified in the consent. A request for an electronic vote must include an end date of at least 48 hours from the request when the vote shall be called.

ARTICLE V: CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 5.01 Contracts.** The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the MNA's name and on its behalf. The authorization may be general or confined to specific instruments.
- 5.02 Loans.** No indebtedness for borrowed money shall be contracted on the MNA's behalf and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the board of directors. Such authorization may be general or confined to specific instances.
- 5.03 Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, or notes or other evidence of indebtedness issued in the MNA's name, shall be signed by such officer or officers, agent or agents of the MNA and in such manner as shall from time to time be determined by or under these bylaws or the authority of a resolution of the board of directors.
- 5.04 Deposits.** All funds of the MNA not otherwise employed shall be deposited from time to time in the MNA's credit in such banks, credit unions, or other depositories as may be selected by or under the authority of a resolution of the board of directors.

Article VI: Indemnification: Limited Liability of Volunteers.

Each individual (other than an employee of the MNA) who provides services to or on behalf of the MNA without compensation (A Volunteer@) shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the Wisconsin Nonstock MNA Law or any similar successor provision thereto. For purposes of this section, it shall be conclusively presumed that

any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the MNA without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the MNA in writing.

Article VII: Adoption and Amendment of these Bylaws.

The board of directors or members may amend or repeal these bylaws or adopt new bylaws at any monthly, annual or special meeting at which a quorum is in attendance given that notice of intended changes are distributed to members not less than 21 days prior to the monthly, annual or special meeting.

Article VIII: Dissolution.

Upon the dissolution of the MNA, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the MNA, dispose of all the assets of the MNA exclusively for the purposes of the MNA in such manner, as to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under ' 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court in the county in which the principal office of the MNA 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.

Revised 2/5/2014.

Exhibit A to Meadowood Neighborhood Association, Inc. Bylaws

The boundaries of the Meadowood Neighborhood Association shall be as follows:

A. Western Border

Starting on the South at the corner of the 2400 block of Prairie Road and the 6100 block of Monticello Way we encompass the Eastern side of the street going North to include the 1600 block of Prairie Road.

B. Northern Border

Our Northern border follows the greenspace that goes from the 1600 block of Prairie Road behind the houses to the corner of the 1300 block of Rae Lane and the 6000 block of Hammersley Road. From the 6000 block of Hammersley Road the border then moves South to the 1600 block of Cameron Drive. It then goes East on Crabapple Lane to Whitney Way. The border follows Whitney Way South to Russett Road then East on Russett Road to Gilbert Road. The border then moves South to Raymond Road encompassing the homes on the South side of the 5400-5200 blocks of Raymond Road.

** Area overlaps Orchard Ridge and revised boundaries must be negotiated.*

C. Eastern Border

The Eastern border runs from Raymond Road South on Tawhee Drive and includes the 5200-5100 blocks Denton Place and the courts of Romay, Thorn, and Celia ending at Kroncke Drive on the corner of Tawhee and the 5200 end of Kroncke Drive.

D. Southern Border

The Southern border of the Meadowood Neighborhood Association follows from the corner of the 5200 block of Kroncke and Tawhee Drive West to Whitney Way at the end of the 5600 block. The border then moves South to follow the City Limits West on Meadowood Drive from the 5600-5900 blocks. The border continues to follow the City Limits South to Monticello Way starting at the 5900 block, including Huegel Court, and ending at the corner of Monticello Way at the 6100 block and Prairie Road.

Exhibit B to Meadowood Neighborhood Association, Inc. Bylaws

AREA 1

Tawhee Road (2000-2300 blocks), Teal Drive (2100-2300 blocks), Aspen Road (East side, odd #'s, of blocks 2100-2300), Celia Court, Thorn Lane, Romay Court, Denton Place (5100-5200 blocks, and 5309), Raymond Road (South side, odd #'s, of 5100-5200 blocks)

AREA 2

Aspen Road (West side, even #'s, of 2100-2300 blocks), Kroncke Drive (5200-5400 blocks, plus 5502 & 5518), Gilbert Road (2000-2300 blocks), Raymond Road (South side, odd #'s, of 5300-5400 blocks), Denton Place (5300-5400, but not 5309 - it is in Area #1), Manor Green Drive (East side, odd #'s, 2100-2300 blocks)

AREA 3

Russett Road (5500-5600 block), Raymond Road (5500-5600 blocks), Denton Place (5500 block), Denton Circle, Manor Green Drive (West side, even #'s, of 2100-2300 blocks), Kroncke Drive (5500-5600 block, but 5502 & 5518 are in Area 2), Whitney Way (East side, odd #'s, of 2000-2100 blocks, and all 2200 block)

AREA 4

Crabapple Lane (5700-5800 blocks), Bartlett Lane (5700-5800 blocks, Cameron Drive (1600-1800 blocks)

AREA 5

Iris Lane, Thrush Lane, Leland Drive East side of 2100 block, Leland Circle, Tanager Trail 2100-2300 blocks, S. Whitney Way West side of 2100 block.

AREA 6

Kroncke Drive (5700 block), Lanett Circle, Meadowood Drive (5600-5800 blocks), and Idledale Circle

AREA 7

Hammersley Road (South side 6000 block), Rae Lane (1300-1500 blocks), Lynndale Road (1300-1500 blocks), Barton Road (North side of 6000-6100 block)

AREA 8

Lynndale (1600-1800 blocks), Rae Lane (1600-1900 blocks), Barton Road (South side 6100 block), Golden Oak (East side of 1600-1800 blocks)

AREA 9

Golden Oak (West side of 1600-1800 blocks), Birch Hill Road (6000-6100 blocks), Redwood Lane, Prairie Road (East side of 1600-1800 blocks).

AREA 10

Raymond Road (5900-6100 blocks), Prairie Road (East side of 2000 block), Mulberry Lane, Mulberry Circle, Rae Lane (2000 block), Riva Road (5900-6000 blocks, North side of 6100 block), Cameron Drive (1900-2000 blocks)

AREA 11

Prairie Road (East side of 2100-2200 blocks), Jonquil Road (2100-2200 blocks), Malabar Lane, Mayhill Drive, Riva Road (6109 & 6113)

AREA 12

Prairie Road (East side of 2300-2400 blocks), Monticello Way (5800-6100 blocks), Jonquil Road (2300-2400 blocks), Huegal Court, Meadowood Drive (5900-6000 blocks).

AREA 13

All apartments and duplexes on Leland, Balsam, and Thrush Roads on the 5700-5800 blocks.

AREA 14

The Orchard Village Apartments and apartments and duplexes on the 5800- 6000 blocks of Raymond Road.

AREA 15

Apartments and duplexes on Cameron (the 1500-1600 blocks), Russett Rd., and Raymond Rd. between Prairie Rd. and Whitney Way, on the 5700-6000 blocks, including the apartment building on Whitney Way and Russet Rd., across from Orchard Ridge school.