

ARTICLE I – NAME AND LOCATIION

1. The name of this organization is the Lowell Damon Woods Neighborhood Association Inc., referred to elsewhere in these Bylaws as “Damon Woods” or as “the Association.”
2. The Damon Woods neighborhood is in Wauwatosa, Wisconsin.

ARTICLE II – PURPOSE

1. The purposes of this civic, non-partisan, non-profit corporation is:
 - a. To promote communication and coordination with governmental, private and public resources to strengthen the neighborhood, to ensure greater safety through block watch groups, and to lessen the burdens of government.
 - b. To promote neighborhood stability and encourage beautification projects.
 - c. To give the neighborhood a greater sense of identity.
 - d. To bring neighbors together for social events.
2. Damon Woods shall be operated exclusively for such purposes as stated above. No substantial part of the activities of Damon Woods shall be the attempt to influence legislation, by propaganda or otherwise. Damon Woods shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or any political issue.

ARTICLE III – MEMBERSHIP, DUES

1. Any resident of Damon Woods shall be eligible for Voting Membership upon payment of dues.
2. Membership dues, an amount determined by the Board of Directors, may be assessed annually.
3. Voting Members are eligible for Board of Directors membership and for appointment to committees established by the Board.
4. A Voting Member will be allowed a grace period up to and including the day on which the Annual General Membership Meeting is held in which to pay dues for the year without loss of voting privileges.
5. Damon Woods may accept, with the approval of the Board of Directors, Associate Membership of any person or legal entity that does not otherwise meet the qualifications of membership. Associate Members shall not have voting rights or be eligible to serve as a Director.
6. Memberships are from January 1 – December 31 to coincide with the calendar year.

ARTICLE IV – ANNUAL MEETINGS

1. There shall be an Annual General Membership Meeting of the members of Damon Woods for the purpose of electing Directors and for transacting other business as may come before the meeting. At its regular meeting 60 days before the Annual General Membership Meeting, the Board of Directors shall set the time, date and place of the Annual General Membership Meeting. The Board of Directors also shall give public notice of the meeting in the Neighborhood Newsletter delivered to all residences and businesses in the neighborhood at least one month before the meeting date.
2. The President shall present an annual report of Association activities for the term at the Annual General Membership Meeting.
3. The Board of Directors may call other meetings of the General Membership as deemed necessary. Notice of such meetings, along with a statement of the purpose of the meeting, shall be announced in the Damon Woods Neighborhood Newsletter delivered to the members at least two weeks before the meeting date.
4. At any meeting of Damon Woods, the members present shall constitute a quorum, providing that a majority of the Board of Directors is present.
5. The President shall appoint a Nominating Committee of Voting Members who shall present nominees for Directors for all vacancies for which elections are being held by the May Board Meeting. The Nominating Committee shall first get the permission of the proposed nominees to place their names in nomination. Names and addresses of the nominees shall be included in the public notice of the Annual General Membership Meeting.
6. After presentation of the report of the Nominating Committee at the Annual General Membership Meeting, nominations may be made from the floor, providing that Voting Members so nominated shall agree to accept nomination.
7. Directors shall be elected by a majority vote at the Annual General Membership Meeting. Each Voting Member, to a maximum of two per household, may cast one vote. Votes may be cast by a show of hands.

ARTICLE V – BOARD OF DIRECTORS

1. Direction and management of the affairs of the Lowell Damon Woods Neighborhood Association shall be vested in the Board of Directors, and be subject to any restrictions imposed by law, the Articles of Incorporation, the Bylaws, or by vote at a General Membership meeting.
2. The Board of Directors shall consist of no more than 15 Directors and no less than four, all of whom shall be elected at large at the Annual General Membership Meeting, plus the Past President.
3. Vacancies may be filled by appointment from the Board of Directors by majority vote.
4. The Directors shall supervise, control and direct the affairs of Damon Woods; shall implement resolutions as passed by the membership, shall carry out actions that will further the purposes of the Association; and shall have discretion in the disbursement of its funds consistent with such purposes.
5. Directors must be Voting Members in good standing when elected or appointed and must remain so throughout their term.
6. No Director or officer of the Board shall obligate the Association, by contract or otherwise, to perform any act or to incur any liability without prior authorization of the Board of Directors.
7. No Director or officer will receive direct compensation.
8. The term of office for each Director shall be one year, beginning and ending at the first regular Board of Directors meeting in September.
9. Vacancies in all offices, except that of President, shall be filled by appointment by the Board for the remaining term of the office. The Vice-President will assume the office of the Presidency when a vacancy occurs. If the Vice-President is unable to assume the office of the President, then the vacancy shall be filled by appointment by the Board. Appointed positions are to be filled for the remainder of the term of office.
10. A member who holds or has filed intent to run for any publicly elected office may not serve as a Director until no longer a candidate or elected official.

ARTICLE VI – OFFICERS

1. The Damon Woods Board of Directors shall have four principal officers: President, Vice-President, Secretary, Treasurer, plus, if available, the Past President. The Board shall elect its officers at the first regular Board meeting following the Annual General Membership Meeting.
2. All officers shall be elected for a term of one year.
3. Any vacancy that occurs during the term of office shall be filled by a majority vote of the Board of Directors.

ARTICLE VII – PRESIDENT

1. Subject to the advice of the Board, the President shall coordinate all Association activities, preside at meetings of the Association and the Board, and shall have the general powers of supervision and management of the Association as pertain to the office and such duties as may be designated by the Board. With the exception of the Nominating Committee, the President shall be an ex officio member of all other committees and shall be notified of all meetings.
2. The President shall call meetings of the Board whenever he or she deems it necessary in accordance with the rules and on notice agreed to by the Board. The notice period shall, with the exception of emergencies, in no event be less than three days.
3. The President shall accept the duties and responsibilities of other officers in their absence.
4. The President shall see that all orders and resolutions of the Board be carried out.

ARTICLE VIII – VICE PRESIDENT

The Vice President shall act in the place and in the stead of the President in the event of his or her absence, inability, or refusal to act.

ARTICLE IX – SECRETARY

The Secretary shall keep a record of all meetings and proceedings of the Board of Directors.

ARTICLE X -- TREASURER

1. The Treasurer shall, in conjunction with the President, have charge and custody of, and be responsible for, all funds and securities of Damon Woods and shall maintain a list of all members.
2. The Treasurer shall maintain a record of all legal documents pertaining to the Association, including the Articles of Incorporation and Bylaws.

ARTICLE XI – REMOVAL AND RESIGNATION

1. Any Director may be removed from office by a three-fourths vote by the Board whenever, in its judgment, the best interest of Damon Woods would thereby be served, provided at least five days advance notice is provided to all Directors. Such removal does not constitute expulsion from Damon Woods.
2. Any Director may resign at any time upon notifying the President.

ARTICLE XII – BOARD OF DIRECTORS MEETINGS

1. The Board shall meet regularly at least six times annually at a time and place determined by the Board of Directors.
2. The President, or in his/her absence the Vice President, may call special meetings of the Board of Directors. The President may call special meetings at any time, and shall call a special meeting upon request of three Directors.
3. All regular Board meetings shall be open to any Voting Member or Associate Member of Damon Woods.
4. A majority of the Board of Directors present and voting at any meeting of the Board of Directors shall constitute a quorum.

ARTICLE XIII – BOARD COMMITTEES

1. Any Voting Member of Damon Woods may be enlisted by the President to serve on any committee. Unless stated otherwise in these Bylaws, the committees shall elect their own chairmen by majority vote.
2. Chairmen shall coordinate events and functions pertaining to the nature of their committee in conjunction with the overall purpose of Damon Woods.
3. Chairmen will project expenditures, if appropriate, and obtain advance approval from the Board of Directors.
4. Chairmen will report committee activities to the Board of Directors.
5. Committee decisions are subject to review by the Board of Directors.

Article XIV – RECORDS

1. Damon Woods shall keep in its permanent files the following records:
 - a. Adequate and correct books and records of accounts of its business transactions and properties, accounts of assets, liabilities, receipts, disbursements, gains and losses.
 - b. An updated record of its members, including their names and address, and if, applicable, the class of membership held by each member and the termination date of such membership.
 - c. A copy of the Damon Woods Bylaws as amended to date, will be open to the general membership of Damon Woods at all reasonable times. These will be kept available on the Website.
2. All names of members are to be kept confidential and are only for use by Damon Woods. Membership lists are not to be sold or distributed to any business or organization. Committee lists, assignments and any or all other lists generated by Damon Woods are the sole property of Damon Woods and are to be used for Damon Woods related business only.
3. Each and every member will have the right of inspection of all records. All demands for inspection rights by any member of Damon Woods must be submitted in writing to the Secretary no less than three days before that inspection.

ARTICLE XV – FISCAL ACTIVITIES

The fiscal year of Damon Woods will run from September 1 – August 31.

ARTICLE XVI – AMENDMENTS

These Bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the Board of Directors.

ARTICLE XVII – DISSOLUTION OF ASSETS

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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.