

**GLENBROOK NEIGHBORHOOD ASSOCIATION, INC.**  
**Bylaws**

**Article I. NAME AND BOUNDARIES**

- (a) The name of the Association shall be the "Glenbrook Neighborhood Association, Inc." (GNA). It shall include the entire 06906 postal zip code area, which is known as Glenbrook.

**Article II. MISSION STATEMENT**

- (a) The mission of the Glenbrook Neighborhood Association shall be to enhance the quality of life in Glenbrook.

**Article III. MEMBERSHIP**

**Section 3.01 Regular Membership**

- (a) Regular membership is open to all residents of Glenbrook, eighteen years of age or older, and to businesses or organizations, located in Glenbrook, who subscribe to the mission of the GNA and who have paid current annual dues to the GNA.

**Section 3.02 Associate Membership**

- (a) Associate membership is open to all persons eighteen years of age or older, and to businesses or organizations, not located in Glenbrook, who subscribe to the mission of the GNA and who have paid current annual dues to the GNA. Associate members shall have all the privileges of membership except those of voting and holding office.

**Section 3.03 Dues**

- (a) The annual dues for membership shall be proposed by the Board of Directors and voted on by the members at the Annual Meeting. In order for a member to vote, his or her dues shall be paid in full on or before the Annual Meeting date.

**Article IV. BOARD OF DIRECTORS**

- (a) A regular member of the GNA may be elected to fill a Director vacancy between Annual Meetings by a majority vote of the Board members present and voting at any of their meetings. Any regular member may volunteer for consideration. The replacement Director will remain on the Board of Directors until the next Annual Meeting when an election will be held.
- (b) The Board of Directors (Board) shall be comprised of no less than six (6) and no more than twelve (12) Directors. The Board of Directors shall be responsible for the general management and direction of the affairs of the GNA between general meetings. All Board members must be regular members of GNA.

- (c) Each Board member shall be elected by a majority vote at an Annual Meeting of the GNA and take office at the close of the Annual Meeting. The term of each Board member shall be two (2) years. Self - nominations for the Board of Directors may be made from the floor at the Annual Meeting.
- (d) Meetings of the Board of Directors shall be held upon the call of the President, or upon the written request of any three members of the Board of Directors. Notice of the time and place of such meetings shall be sent to all Board members.
- (e) One-third (1/3) of the Board of Directors, of which one shall be an Officer, shall constitute a quorum for the transaction of business.

## **Article V. OFFICERS**

### **Section 5.01 Officers Comprised in the GNA**

- (a) The Officers of the GNA shall be a President or two co-Presidents, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

### **Section 5.02 Description of Officer Duties**

- (a) President
  - (i) *The President shall be the principal executive officer of the GNA and shall in general supervise all business of the GNA. The President shall preside at all meetings of the GNA and of the Board of Directors. The President will co-sign all checks with the Treasurer or other designated officers; will serve as ex-officio member on all committees except Nominating and will, with the assistance of the Treasurer, create a draft of the annual budget.*
- (b) Vice President
  - (i) *The Vice President shall, in the event of the temporary absence of the President, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President, maintain copies of contracts, documents, and policies and procedures developed by the Board of Directors. The Vice President shall perform such other duties as from time to time may be assigned by the President.*
- (c) Recording Secretary
  - (i) *The Recording Secretary shall keep and maintain a record of the minutes of the GNA and of the Board of Directors, report them at each meeting, and in general perform all duties incident to the office of Recording Secretary, and such other duties that may be assigned by the President. In the absence of the Recording Secretary, a Secretary pro tempore shall be appointed by the chair of the meeting.*

**(d) Corresponding Secretary**

- (i) The Corresponding Secretary shall act as social liaison to the community and members at large through email, social media (e.g., Facebook, Instagram, Twitter, etc.), and messaging applications, maintain a list of contact information for the GNA, send notices of meetings to Board members and general membership, and in general perform all duties incident to the office of Corresponding Secretary, and such other duties that may be assigned by the President.*

**(e) Treasurer**

- (i) The Treasurer shall receive all monies due and keep an accurate account of receipts and expenditures. The Treasurer will be responsible for all bank deposits, shall co-sign with the President or other designated officers all checks and/or drafts upon the funds of the GNA; shall present financial reports at each meeting of the Board of Directors and of the GNA; assist the President in creating a draft of the annual budget; shall be responsible for maintaining the organization's 501(c) (3) status and the filing of all required tax forms; and perform such other duties as may be assigned by the President.*

**Section 5.03 Length of Term**

- (a)** The Officers of the Association shall be elected by the Board of Directors within thirty (30) days of the annual meeting. Officers will serve a two (2) year term to run concurrently with the term of the Directors.

**Section 5.04 Nominations**

- (a)** The Board of Directors shall, in March, appoint three (3) members to the Nominating Committee, at least one of whom is not on the Board of Directors. This Committee shall prepare a slate for vacancies on the Board of Directors.

**Section 5.05 Vacancies**

- (a)** In the case of a vacancy in the Presidency, the Vice President shall succeed until such time as an election may be held by the Board of Directors at a special meeting for that purpose or at the next regular meeting of the Board of Directors, whichever shall occur first. In the case of a vacancy in any other office of the GNA, the Board of Directors shall, at a stated meeting of the Board of Directors, elect a Board member of the GNA to fill the vacancy.

**Section 5.06 Resignations**

- (a)** The resignation of any officer or director shall be in writing, whether conveyed by US mail, facsimile or electronic transmission or comparable method, and shall be effective immediately upon receipt by the Board of Directors if no time is specified, or at such later time as the resigning officer may specify and the Board of Directors shall accept.

**Section 5.07 Removals**

- (a) Upon an affirmative vote of the majority of the members of the Board of Directors, any officer may be removed, either for cause or without cause, and a successor be elected at a special meeting for that purpose or at the next regular meeting of the Board of Directors, whichever shall occur first.
- (b) The President and Treasurer serving concurrently on the Board of Directors shall not be related.

**Article VI. MEETINGS**

**Section 6.01 Annual Meeting**

- (a) The Annual Meeting of the GNA shall be held in the month of June of each year.
- (b) Ten regular members whose dues have been paid in full shall constitute a quorum for the transaction of business at all meetings of the GNA. Each regular member shall be entitled to one (1) vote. Voting by proxy is not permitted.
- (c) At the Annual Meeting, members of the Board of Directors shall be elected, the Treasurer shall report on the financial transactions for the year, any committees shall give reports, annual dues shall be set, a budget shall be adopted effective from July 1 to June 30 of each year, and such other business shall be transacted as shall properly come before the Annual Meeting. Election, if uncontested, may be made by voice vote.
- (d) A call to the Annual Meeting shall be sent by the Board of Directors to each member at his/her address (postal or email) as it appears in the records of the organization, not less than ten days or more than twenty-one days prior to the date of the Annual Meeting.

**Section 6.02 General Meetings**

- (a) General meetings shall be held in September, January, and March, with the Annual Meeting held in June.

**Article VII. COMMITTEES**

- (a) Standing or special committees as from time to time deemed necessary may be established by the Board of Directors, by the President, and by the GNA. Both Board members and regular GNA members may be appointed to such committees.

**Article VIII. DISSOLUTION**

**Section 8.01 Decision to dissolve**

- (a) The GNA may be dissolved at any time by a three-fourths (3/4) vote of members present and voting and with a quorum present. Written notice of intent to dissolve must be given and shall be sent by mail (postal or electronic) to each member at the last known postal or email address as it appears in the records of the GNA not less than ten days or more than twenty-one days prior to the date of the meeting. After payment of the debts and liabilities of the GNA, the net assets thereof shall be distributed according to legal requirements to:
- (i) *A succeeding neighborhood association having a common purpose similar to the GNA; or, if the preceding is not applicable,*
  - (ii) *A not-for-profit organization as determined by the regular members present and voting.*

**Article IX. AMENDMENTS OF THE BYLAWS**

**Section 9.01 Amending the bylaws**

- (a) These Bylaws may be amended by a three-fourths (3/4) vote of members present and voting at any regular meeting or Annual Meeting, provided that notice shall be given not less than ten days or more than twenty-one days prior to the date of the meeting. The organization shall mail/email a notice of such proposed amendment to each member with the notice of the meeting.

**Section 9.02 Suspension of bylaws**

- (a) A temporary suspension of these bylaws may be made during a single meeting by a three-fourths (3/4) vote of regular members present and voting.

**Section 9.03 Parliamentary authority**

- (a) The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the GNA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order listed in the Policies & Procedures guidelines adopted by the Board of Directors.

Adopted: March 20, 2019