

DRAFT BYLAWS

AUKE BAY NEIGHBORHOOD ASSOCIATION

Recommended (August 29, 2018)

AUKE BAY NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I. NAME

The name of this organization shall be the Auke Bay Neighborhood Association, hereinafter "Association".

ARTICLE II. MEMBERSHIP BOUNDARIES AND SCOPE

The Auke Bay Neighborhood Association is primarily concerned with issues that affect the quality of life of residents who live or own property in Auke Bay, the boundaries of which are defined as:

- West: The turnoff to Otter Way from Glacier Highway
- North: The turnoff to Goat Hill Road from Mendenhall Loop Road/Back Loop
- East: The turnoff to Wilma Avenue on Glacier Highway
- South: Statter Harbor is included, as are properties along Glacier Highway. (Fritz Cove Road is excluded as this area is already contained in the previously formed Fritz Cove Neighborhood Association.)

ARTICLE III. DEFINITION

The Auke Bay Neighborhood Association is a non-profit, voluntary, self-governing association composed of residents, property owners, business owners, and representatives from non-profit associations and other entities physically located within the Association's boundaries. The Association is not a branch or layer of government. The Association is not a regulatory or legislative body. The Association is politically non-partisan and non-denominational.

ARTICLE IV. MEMBERSHIP

Any person 18-years of age or older who is a resident, property owner, or owner of a business physically located within Association's boundary as described in Article II may become a member.

The primary role of the membership is to elect the board and to bring forward ideas and issues for the consideration of the membership.

ARTICLE V. PURPOSE

The Association is primarily concerned with issues that affect the quality of life of residents who live or own property within the Auke Bay Corridor. The purpose of the Association is to provide a direct and continuing means of citizen participation in local affairs. The Association exists to afford citizens an opportunity for maximum involvement and self-determination.

This Association is intended to:

- A. Give local people a method by which they can work together for expression and discussion of their opinions, needs, and desires in a manner that will have an impact on their community's development and services;
- B. Provide governmental agencies a method for receiving opinions, needs, desires and recommendations of residents and groups; and make positions taken by the Associations known to those entities.
- C. Provide local governing bodies such as the Juneau Assembly and Planning Commission an improved basis for decision making and assignment of priorities for all programs affecting community development and individual well-being.

ARTICLE VI. FUNCTION

The Association shall function as an open participatory membership with a continuing obligation to remain representative of the residents of the neighborhood. It has the following functions:

- A. In regard to the City and Borough of Juneau's Comprehensive Plan and Auke Bay Area plan, it may:
 - 1. Conduct a continuing review and study of the comprehensive plan to determine its workability in the neighborhood.
 - 2. Evaluate compliance with the plan, alerting municipal officials and association members of inconsistencies with the approved plan.
 - 3. Propose appropriate actions regarding any changes or variances to the plan.
 - 4. Respond to requests or inquiries from local government officials.
- B. Respond to local, state or federal agencies government proposals or inquiries submitted to it.

C. Work with local, state or federal government entities, as well as with persons and groups outside the government, to accomplish neighborhood objectives including those which may have an area wide impact.

D. Not allow misuse of the Association by:

1. Special interest groups; or persons who are seeking personal, financial, or political gain; or
2. Through withholding information or intentionally misrepresenting or non-representing a cross-section of opinion.

E. Educate Association members with information concerning community issues.

F. Solicit items of concern from Association members and the general public.

G. Encourage participation in community matters originating within the Association.

H. Publicize widely within the neighborhood all Association activities and results of those activities.

I. Keep written records of all Association proceedings.

J. Maintain copies of minutes of all Association meetings in the possession of the secretary, and make copies available upon request.

ARTICLE VII. MEMBERSHIP MEETINGS

A. There will be a minimum of one membership meeting per year, scheduled in the months of May through August to ensure maximum participation. Election of board members shall take place at this annual membership meeting.

B. Additional meetings of the membership may be called by a majority of the board or by written petition of 25 Association members delivered to any board member.

C. After consulting with the board members, the President shall establish the meeting agenda and ensure Association members are notified.

D. The meeting notices and agendas shall be posted to the Auke Bay Neighborhood Association website, <https://www.aukebay.org/> . Whenever possible, these shall be posted at least seven days in advance of the meeting.

- E. Meetings shall be conducted in a manner intended to increase the public expression and discussion of opinions held by Association members on matters of community concern.
- F. A meeting quorum requires that a minimum of 25 association members are physically present at the meeting.
- G. Association membership may be called to vote on issues impacting the Auke Bay Neighborhood Area to advise the board who will use the result of those votes to formulate recommendations or voice the opinion of the membership.

ARTICLE VIII. VOTING MEMBERSHIP

- A. Each member of the Association shall have only one vote on motions under consideration at a membership meeting.
- B. When a motion is under consideration during a membership meeting, each member must be physically present in order to cast a vote. There will be no proxy voting.
- C. A member who is absent may send a personal letter to the Association detailing his or her position on the issue under consideration which shall be read to the Association prior to the vote.
- D. When an issue requires an immediate response, a survey may be conducted by telephone, e-mail, mail, canvassing, petitioning, in person, or other method. Members who have self-registered on the Auke Bay Neighborhood Association website will be contacted and given a reasonable opportunity to respond to the survey.

ARTICLE IX. COMMUNICATING ASSOCIATION ACTIONS

- A. The president or the president's designee shall communicate in writing any Association position to the appropriate party. The communication must include:
 - 1. A clear statement of the position in writing; and
 - 2. How and when the position was formed, whether by action at a board or at an Association meeting or through a survey of its members.
- B. A description of any expressed contrary position or opposition.

- C. Copies of all such written communications shall be posted on the Auke Bay Neighborhood Association website and/or emailed to all self-registered members of the Auke Bay Neighborhood Association.
- D. Written or oral responses to Association positions or communications and any significant contact by a government official with the Association concerning Association affairs, shall be posted on the Auke Bay Neighborhood Association website.

ARTICLE X. BOARD

Section 1: Board

- A. Seven members of the Association shall serve as a governing board, of those seven seats, five are reserved for property or business owners, and the remaining two may be filled by tenants who meet the Membership criteria in Article IV. All board members must also be a member of the Auke Bay Neighborhood Association. Only one member per household or business may serve as a board member.
- B. Members of the Association shall select board members at its annual meeting. Three members shall be elected in odd years starting in 2019, and the remaining four members shall be elected in even years starting in 2020; the initial seven board members shall be self-elected in 2018.
- C. Officers of the board shall be elected by the board members at their first meeting following their appointment to the board. Nomination of officers may be by the board member themselves or by other board members.
- D. Election of officers shall be conducted by secret ballot and in the case of a tie, the nominees shall draw from a randomly sorted deck of standard playing cards from which each will draw one card, the highest card drawn will decide the nomination.
- E. Election of officers shall be conducted in the following order: President, Vice President, Secretary, and Treasurer.
- F. All board members shall serve two-year terms, unless they are filling the remaining term of a vacant position, in which case they shall serve out the remainder of the term.
- G. If a board member vacates their seat for any reason, the Board will notify the membership within 14 days with a request for candidate nominations. A meeting of the membership will be scheduled within 90 days of the board seat being

vacated for the sole purpose of voting in a new board member from the list of candidates.

Section 2: Duties of Officers

A. The President. The president shall be responsible for:

1. Preside at all meetings and supervising the affairs of the Association.
2. Establishing meeting agendas; and ensuring the proper distribution of meeting notices, agendas and information.

B. The Vice President. The vice president shall be responsible for:

1. Assuming the duties of president when the president is absent.
2. Prepare a sign-in log for the name, physical and mailing addresses, and phone numbers of each person who attends a membership meeting. This log is to be kept by the secretary following the meeting.

C. The Secretary. The secretary shall be responsible for:

1. Providing a copy of these bylaws for review at every Association meeting;
2. Recording minutes of all meetings, and posting approved minutes on the Auke Bay Neighborhood Association website;
3. Maintaining a record of current and previous minutes; and
4. Maintaining the membership list of the Association.

D. The Treasurer. The treasurer shall be responsible for:

1. Collecting, depositing, and keeping records of all funds of the Association.
2. Disbursing funds upon authorization by the membership or the board;
3. Providing a report including a bank statement of the current funds at board meetings.
4. Accounting for all receipts and expenditures at each annual meeting.

E. Board Members: Shall be responsible for duties as assigned by the President or the board.

Section 3: Resignations, Vacancies and Removals

A. A. Resignations shall be made in writing.

- B. Three consecutive unexcused absences from a board meeting by a board member shall constitute a resignation. Board members may be excused from regularly called meetings by the President.
- C. Any board member of the Association may be removed for cause.
 - 1. Written notice must be given to the membership and to the board member being considered for removal at least fifteen days prior to the membership meeting at which time a vote of confidence will be taken;
 - 2. Provisions must be made on the agenda for presentation of charges and for defense of the accused; and
 - 3. While maintaining a 25-person quorum, a two-thirds vote of the members present and voting is required for a board member to be removed.
- D. Removals, resignations, and vacancies can be filled temporarily as outlined in Article X, Section 1, Part G.

Section 4: Board Meetings

- A. The board shall meet as needed. The board shall establish regular meeting dates and times and post meeting times on the Auke Bay Neighborhood Association website. Special meetings may be called by the President.
- B. All board meetings will be open to the membership. Each board meeting will end with a brief Executive Session unless voted against by the majority of the board. The board may also call for a closed-door Executive Session during the meeting if proposed by a board member and seconded.
- C. Any action taken at a board meeting shall be described in the minutes.
- D. A quorum shall consist of five or more elected board members. Board members must be present at the meeting in order to cast a vote; no proxy voting will be allowed. Board members may attend meetings telephonically if unable to attend in person.
- E. The board is empowered to act for the Association between membership meetings in accord with previously developed Association positions.

ARTICLE XI. COMMITTEES

Committees may be established by the membership or by the board or president at any time for whatever purpose deemed necessary. The nature and duties of the committees shall be determined by the president.

ARTICLE XII. FINANCES

- A. Funds collected by the Association shall be deposited into a separate Association account at an established bank.
- B. The Association may receive voluntary contributions not to exceed \$1,000.00 per calendar year from each member to meet the costs of its operation.
- C. Only the President and Treasurer will have signature authority for banking-related documents. Withdrawals from the Association account(s) can only be made for expenditures previously approved by a majority vote of the Board. All requests for expenditures must be previously logged in the Payment Request Authorization document, which is maintained by the Board.

ARTICLE XIII. AMENDMENTS

These bylaws may be altered, amended or repealed by a two-thirds vote of the members present at a membership meeting if at least fourteen days' notice is given of the intention to alter, amend or repeal bylaws at such a meeting. The notice shall include a statement of the articles to be changed and the reason.

ARTICLE XIV. DISSOLUTION

The Association may be dissolved by a two-thirds vote of the members present at a membership meeting at which a quorum is present if at least fourteen days' notice is given of the intent to dissolve.

ARTICLE XV. FORMATION OF A STATE OF ALASKA DOMESTIC NONPROFIT CORPORATION

At some future point in time, the Association may elect to become a nonprofit corporation by a majority vote of the Board. In this event, the incumbent officers of the Association also serve as directors of the corporation. These bylaws shall serve as the initial bylaws of the corporation. The name and address of the initial registered agent and office shall be that of the incumbent president and the names and addresses of the incorporators are the incumbent officers.