FOSTER YOUR NEIGHBORHOOD
(Neighborhood Association)

BYLAWS
Adopted February 16, 2005
Draft August 13, 2006

1. Name

A. The name of the association shall be: Foster Your Neighborhood (FYN).

B. The official address shall be that of the President or any other place as designated by the Board.

2. Boundaries

A. The geographical boundaries of the association are Howard Street on the east, Grand River Avenue on the north, Fairview Street, East Saginaw Street and North Clemens Avenue on the west, and East Michigan Avenue on the south in Lansing, Michigan.

3. Purpose and Objectives

A. To promote the welfare, harmony, community spirit and civic participation of residents and property owners located in the area bounded by Howard Street on the east, Grand River on the north, Fairview Street, East Saginaw Street and North Clemens Avenue on the west and East Michigan Avenue on the south in Lansing, Michigan within our boundaries.

B. To encourage and support cooperation among all residents and property owners to maintain a safe, clean, and attractive neighborhood environment and to solve problems affecting the health, safety, and general welfare of residents.

C. To initiate and support legislation, ordinances, policies, practices and programs which maintain and enhance homeowner property values, strong schools, recreational and community spaces, and other civic benefits in the area.

D. To establish effective communication links among residents, local government, and community organizations.

E. To solicit and receive grants, contributions, dues, and other property; engage needed personnel and services; and transfer, hold, and invest such real property as may be required to carry out the objectives of the organization.

F. Notwithstanding any other provision of these Bylaws, all the income and earnings of
the corporation shall be used exclusively for corporate purposes, and no part of the net income or net earnings of the corporation shall inure to the benefit of or be distributed or distributable to its directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

G. Notwithstanding any other provision of these Bylaws, the corporation shall not be organized or operated for the benefit of private interests, designated individuals, or persons controlled directly or indirectly by such private interests.

4. Membership, Dues, and Voting

A. All persons who reside within or who own residential property located within the geographical boundaries shall be eligible for membership.

B. Residents or property owners who agree to abide by these Bylaws shall be entitled to all the rights and privileges of membership. Dues may be set by a majority vote of the general membership present and voting at a regular meeting or at a special meeting.

C. A majority of the Board members will constitute a quorum at any meeting of the Board. A majority of committee members will constitute a quorum at any meeting of a committee. Fifteen (15) Ten (10) members will constitute a quorum at a membership meeting. The vote of an affirmative majority of the members present and voting will authorize any action permitted by law, the Articles of Incorporation, or these Bylaws, at a meeting at which a quorum is present. Members must be present at a meeting to vote or provide a vote in writing or e-mail to the Board designee prior to the vote. A member who provides a vote in writing prior to the meeting shall be counted in determining whether a quorum is present at a meeting.

5. Board

A. Conduct the business of the association within the limitations of the Articles of Incorporation and these Bylaws.

B. Act on behalf of the association in support of its purpose and objectives.

C. Prepare agendas for membership meetings.

D. Provide reports of Board actions at general membership meetings and by other available means.

E. Supervise the activities of committees.
F. The Board shall consist of five (5) officers and three (3) priority coordinators.

6. Officers

A. The five (5) officers are President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. The three (3) priority coordinators are Traffic Coordinator, Housing Coordinator, and Quality of Life Coordinator.

B. The officers and coordinators will be elected at the September General Membership meeting and shall serve until the following September or a successor is elected or appointed. If a vacancy occurs between annual elections, the President may fill the vacancy, subject to Board approval.

C. Officers and Coordinators shall serve for a term of one year and are eligible for reelection.

D. Officers may be removed by a 2/3’s majority of votes of members present at a general or special membership meeting.

DE. President

(1) Primary operating officer of the association.

(2) Preside at general membership and board meetings and functions of the organization.

(3) Appoint members to the various committees with concurrence of the Board and serve as an ex-officio member of all committees.

(4) Co-sign checks, with Treasurer. Signs checks if Treasurer is unavailable.

EF. Vice President

(1) Perform the duties of the President when the President is absent or unable to do so.

(2) Represent the organization when the President is unable to do so.

(3) Serve as an ex-officio member of any committee in the place of the President.

(4) Review finances on a monthly basis.
(5) Coordinate publicity for organization.

**T. Treasurer**

1. Collect and deposit all funds in a separate account for the association. Funds may not be commingled with any personal funds.

2. **Prepare and sign checks.** Pay bills subject to the approval of the Board. Co-sign, with the President, checks. Bills will be paid subject to the approval of the Board.


4. Present financial statements and reports at general membership meetings and other meetings as required.

5. Make financial records available when requested.

6. **Arrange for an annual audit of the financial records.**

**G. Recording Secretary**

1. Maintain membership log including name, address, telephone number, and e-mail address for each member.

2. **Take records and distributes** minutes of general membership and Board meetings. Prepare minutes for the Newsletter and Board members.

**H. Corresponding Secretary**

1. **Prepare, print, and distribute a periodic newsletter to the members and the community informing them of the goals and activities of the organization and its committees.** At least once per year, a newsletter distributed to all members shall contain a schedule of the regular Board and membership meeting dates, times, location, and purpose, which shall serve as notice of those meetings for all purposes.

2. Handle correspondence as required.

3. Maintain correspondence files and records.

**H. Immediate Past President**
(1) Serves as a voting member of the board.

7. **Priority Coordinators**
   A. The three priority coordinators are Traffic Coordinator, Housing Coordinator, and Quality of Life Coordinator.
   B. Oversee the organization, meetings, and communications for each group.
   C. Serve as Board liaison for each group.
   D. Supervise preparation of reports for Newsletter and the Board.

78. **Committees**
   A. Standing committees shall carry out the functions assigned by these Bylaws, the Board, and/or President with concurrence of the Board. Ad hoc committees, as deemed necessary, may be established by the membership, by the Board, or by the President with concurrence of the Board. The President may appoint ex officio members to committees who are non-members of the organization.
   B. The Standing Committees are:
      (2) Development Committee. To develop the annual operating budget and to plan and implement membership drives and group fund raising activities.
      (1) Housing Committee. To study, recommend and implement group action on issues related to housing.
      (2) Traffic Committee. To study, recommend and implement group action on issues related to traffic.
      (3) Quality of Life Committee. To study, plan and implement group activities and programs to maintain and improve quality of life.

89. **Elections**
   A. Election of Officers and Coordinators shall be held at the annual general membership meeting in September.
   B. The President-Board shall appoint a nominating committee of three (3) persons to develop a slate of candidates to be published in the newsletter and presented to the membership.
   C. When elections are held by ballot (paper or e-mail), ballots which shall be returned to one of the members of the nominating committee prior to the annual general
Meetings

A. General membership meetings will be held the third Wednesday of each month during from 7:00 to 8:30 p.m. in a reserved room in Foster Community Center at a location determined by the board.

B. Special membership meetings may be called for any reason at the request of three (3) Board officers or at the request of ten (10) members of the association with at least 48 hours notice in advance of the meeting date and time. Members requesting special meetings are required to attend.

C. The annual membership meeting will be held in September during which election of officers will be held.

D. Board meetings will be held at least monthly at times and places to be determined by the Board.

E. Committee meetings will be held as arranged.

F. Meetings shall be conducted according to Robert’s Rules of Parliamentary Procedure.

Indemnifications

A. Officers shall be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any action of proceeding to which they may be made a party, or in which they may become involved, by reason of their being or having been an officer of the association, or with any settlement thereof, whether or not their term of service as an officer has expired at the time liability for such expenses accrues, except in such cases wherein the officer is adjudged guilty of willful malfeasance in the performance or omission of such duties that cause subject action or proceeding. The foregoing right of indemnification shall be in addition to, but not exclusive of, all other rights to which such officer may be entitled.

B. The personal liability of volunteer directors or volunteer officers to the corporation for monetary damages for a breach of the director’s or officer’s fiduciary duty is eliminated to
the maximum extent permitted by Section 209(c) of Act 162 of the Public Acts of 1982. This provision does not eliminate or limit the liability of a director or officer for any of the following:

(1) A breach of the director’s or officer’s duty of loyalty to the corporation or its directors.
(2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
(3) A violation of section 551(1) of the Michigan Non-Profit Corporation Act.
(4) A transaction from which the director or officer derived an improper personal benefit.
(5) An act or omission that is grossly negligent.

C. For so long as the corporation qualifies as tax exempt under section 501(c)(3) of the Internal Revenue Code, the corporation assumes all liability, to any person other than the corporation, for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director’s duties.

D. The corporation assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of this provision if all of the following are met:

(1) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
(2) The volunteer was acting in good faith.
(3) The volunteer’s conduct did not amount to gross negligence or willful and wanton misconduct.
(4) The volunteer’s conduct was not an intentional tort.
(5) The volunteer’s conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

102. Bylaws and Amendments

A. The Bylaws will be available on the Association’s web site. If a member does not have access to the web site, a hard copy will be provided at Association expense.

B. These Bylaws may be adopted, repealed or amended at any general membership meeting by a majority of those in attendance and voting. Except as provided in subsection C., these Bylaws and all proposed amendments to the Bylaws must be presented at a general membership meeting and the question tabled until the next regular membership meeting or until a special membership meeting is called to
consider the amendment (which ever occurs first).

C. Proposed changes in the Bylaws may be added to the election of officers ballot.

D. Any member may recommend an amendment to the Bylaws by providing it in writing to the Board. Subject to Board approval for wording and appropriateness, the amendment will be presented at a subsequent general membership meeting or by ballot.

Adopted by a majority vote at a regular meeting of the membership on February 16, 2005.

/s/ Sarah L. Shaw SARAH L. SHAW, Recording Secretary