

# **SPRING HARBOR NEIGHBORHOOD ASSOCIATION, INC.**

## **BYLAWS**

Adopted Jan. 25, 1979  
Revised April 27, 1999  
Revised October 24, 2006  
Revised May 1, 2025

These Amended and Restated Bylaws of Spring Harbor Neighborhood Association, Inc. (“SHNA” or “the Association”) are effective as of May 1, 2025, and supersede and take the place of all previous versions of SHNA bylaws.

SHNA is incorporated as a Wisconsin nonstock corporation, and is organized and operating as tax-exempt under Section 501(c)(4) of the Internal Revenue Code.

### **ARTICLE I PURPOSE AND ACTIVITIES**

The purpose of the Association is to foster connection among residents and to advocate for improvements that enhance the neighborhood of Spring Harbor. The Association Area is bounded by the following: Lake Mendota, the western village limits of Shorewood, and a line following this path: the Soo Line Railroad tracks to Old Middleton Road to Capital Avenue to Julia Street, including Julia Circle, to University Avenue to Camelot Drive.

In order to foster a spirit of neighborhood community, the Association will engage in activities including, but not limited to:

- Promoting and organizing social interaction among the diverse population within the neighborhood.
  - Examples: Fourth of July Celebration, Labor Day Jazz in the Park
- Supporting and/or organizing activities that improve community spaces and lands within the neighborhood such as parks, Spring Harbor Middle school, community rain and ornamental gardens, etc.
  - Examples: spring park cleanup, garlic mustard pull, rain garden maintenance, etc.
- Organizing events and informational resources to inform residents of emerging issues, events, etc. relevant to the neighborhood.
  - Examples: business meetings, newsletter, website, Facebook page, etc.
- Serving as advocate for those policies and programs that seem to its membership, after appropriate analysis and discussion, to be in the neighborhood's best interest.
- Working cooperatively with the alder, city, and neighborhood groups to improve and further the neighborhood's interests.

**ARTICLE II  
MEMBERSHIP AND DUES**

2.1. Members. The Association has one level of membership. Membership is open to residents of the Association Area who are 18 years of age or older, and who have paid their dues as established by the Board of Directors. Each residential unit may include all individuals as Members at that specific address who are 18 years of age or older. Residents of adjoining areas or those who have a particular interest in the area may attend meetings by invitation of the Board or with permission of the Board, but shall have no vote.

2.2. Dues Assessment.

- (a) Dues shall be determined annually by the Board.
- (b) New members shall be in good standing 48 hours after payment of dues. Persons who were members in the prior year shall be in good standing immediately upon payment of dues.
- (c) The membership year shall run from January 1 through December 31. Dues are not pro-rated.

2.4. Rights of Members.

A Member in good standing is entitled to one vote on any matter presented to the membership. A Member's right to vote and to hold a position on the Board shall cease upon lapse of membership for failure to pay dues or by resignation, expulsion or suspension pursuant to § 181.0620, Wis. Stats. Members may serve on committees and be involved with planning and helping with the activities of the Association.

**ARTICLE III  
MEETINGS OF MEMBERS**

3.1. Annual Meeting. The Association shall hold an Annual Meeting of Members during the month of April at a place to be determined by the Board of Directors. The agenda for the Annual Meeting of Members shall include but not be limited to the following:

- Determination of overall program plans and priorities for the following year;
- Report of events;
- Report from committees;
- Amendment of bylaws, if any;
- Election of directors and officers; and
- Guest presentation, if any.

The Board shall establish the agenda for all meetings of the Members; however, agenda items requested by three-fourths of the Members of an Association committee or requested by twenty-five Members shall be placed on the agenda by the Board.

3.2. Regular and Special Meetings. A regular meeting of the Members shall be held in the fall of each year. Special meetings of the Members may be held at the call or the request of the President, a majority of the Board of Directors, or the request of at least twenty-five percent (25%) of the Members.

3.3. Attendance and Voting. Attendance at the Annual Meetings and any regular or special meeting is open to all Members and interested parties. Each Member in good standing has one vote on any matter submitted to the Members. All matters submitted to the Members are determined by a majority vote of those Members present and voting.

3.4. Quorum. Except as otherwise provided in these Bylaws, the presence in person of at least thirty Members in good standing constitutes a quorum at all meetings of the Members.

3.5. Proxies. Proxy voting is not permitted.

3.6. Manner of Acting. The act of the majority of Members in good standing present at a meeting at which a quorum is present shall be the act of the membership except where otherwise provided by law or by these Bylaws.

3.7. Conduct of Meetings. The President shall preside over all meetings of the Members. The Secretary shall keep the minutes of the meeting and record in an electronic minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting. The rules contained in Roberts Rules of Order Revised (the most recently copyrighted) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

3.8. Notice of Meetings.

(a) The Secretary shall deliver to each Member a notice of each Annual and each regular or special meeting, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting.

(b) Notice of a member meeting shall be given not fewer than five (5) days, nor more than thirty (30) days, before the date scheduled for the meeting referred to in the notice.

(c) Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Association Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IV BOARD OF DIRECTORS**

4.1. General Powers. The management, control and operation of the affairs and properties of this Association are vested in the Board of Directors of the Association (the

“Board”). The Board is responsible for planning, coordinating, communicating and managing all Association activities. Specifically, the Board’s duties include the following:

- handle the housekeeping duties of the Association;
- coordinate the activities and projects of all Association committees;
- call the meetings of the Members;
- establish the agendas of the meetings of the Members;
- hold regular Board meetings as called by the President;
- hold special Board meetings as appropriate;
- approve all expenditures and establish an accounting procedure; and,
- disburse funds exclusively to further the purposes of the Association.

4.2. Number of and Criteria for Directors. The Board shall consist of no fewer than seven (7) and no more than ten (10) persons who shall be elected pursuant to Article 4.4 (the “Directors”). Only Members in good standing who have been residents of the Association Area for at least six (6) months are eligible to become Directors. Elected officials of city, county, or state government are not eligible to become Directors. Directors shall be sought who bring different expertise and perspective to the Board.

4.3. Term. Directors shall be elected for one-year terms. There is no limit for successive terms of office. Director terms shall expire at the Annual Meeting of Directors, in conformance with Article 4.4. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed. Replacements shall be selected by the Board to fill the unexpired term. At no time will the number of Directors be fewer than three (3).

4.4. Nominations and Election. Recommendations for Directors may be submitted by Members, incumbent Directors, or any other interested persons, unless otherwise determined by the Board. Each year, the President shall appoint and a majority of the Board shall confirm, a nominating committee. The nominating committee shall prepare a slate of candidates to be presented at the Annual Meeting of Members for election by the general membership. Candidates for Area Directors will be representative of the geographic areas of the neighborhood. The slate of Directors shall be presented to the Members in advance of the Association’s Annual Meeting of Members via the Association newsletter announcing the Annual Meeting. Members shall elect the Board of Directors from this slate of nominees.

4.5. Resignation and Removal. A resignation by a Director must be in writing and is effective when received by the President or Secretary. Any Director may be removed from the

Board for any reason by a vote of two-thirds (2/3) of all Members in good standing. The Director who is subject to the vote shall be recused and shall not be counted for the purpose of calculating the required threshold. Replacements shall be nominated and elected consistent with Section 4.4.

4.6. Annual Meeting of Directors. The Association shall hold an Annual Meeting of Directors after the Annual Meeting of Members, at a time and place to be fixed by the Board of Directors. The agenda for the Annual Meeting of Directors shall include but not be limited to the following:

- Determination of general and fiscal programs and all other policies of the Association;
- Approval of the Treasurer's Annual Report; and
- Establishment of the next fiscal year's annual dues.

4.7. Regular and Special Meetings. Regular meetings of the Board shall be held at such times and at such place as the President may designate. Special meetings of the Board may be called by the President, by at least half of the Directors of the Association, or by 25% of the Members in good standing, at such time and place as the persons calling the meeting may specify and in accordance with the notice requirements of this Article 4.

4.8. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if fewer than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice.

4.9. Manner of Acting. The act 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 except where otherwise provided by law or by these Bylaws.

4.10. Action Without a Meeting. In accordance with § 181.0821, Wis. Stats., any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by two-thirds of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds of the Directors has the same effect as a two-thirds vote and may be stated as such in any document filed with the Department of Financial Institutions.

4.11. Compensation. Directors will not be paid compensation for their services as Directors provided that nothing herein contained will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Association in another capacity.

4.12. Meetings by Electronic Means of Communication. Members of the Board of Directors or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating directors may

simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. Before the commencement of any business at a meeting at which any directors do not participate in person, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

4.13. Notice. Meetings must be preceded by at least forty-eight hours' notice to each Director, or seventy-two hours' notice if notice is given by mail or private carrier. A meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven (7) days' advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by E-mail.

4.14. Conflict of Interest. The Board shall adopt and abide by a Conflict of Interest Policy.

## **ARTICLE V OFFICERS**

5.1. Officers. The officers of the Association are a President, a President-Elect, a Secretary, and a Treasurer of the Association (the "Officers"). Only Members in good standing are eligible to serve as officers.

5.2. Election. The Officers shall be elected by the membership at the Annual Meeting of Members. A majority vote wins for each position.

5.3. Term of Office. Officers shall be elected for one-year terms. The President-Elect is expected to serve as President in the year immediately following. The membership may choose to extend the tenure of the President and/or the President-elect for additional terms. Officers shall serve until their successors are elected.

5.4. Removal. Any Officer of the Association may be removed from office at any time for any reason by a vote of two-thirds (2/3) of all Members in good standing.

5.5. President. The President shall be the chief executive officer, shall preside at all meetings of the Board of Directors and the membership meetings. The President will have the necessary authority and responsibility for the administration of the affairs of the Association subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Association. The President may sign with the Secretary or other proper officer of the Association authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

5.6. President-Elect. The President-Elect will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs, including coordinating monthly Board meetings and annual elections. The President-Elect shall serve in the role of President in the year immediately following.

5.7. Secretary. The Secretary will sign documents of the Association from time to time as required; perform such duties as may be assigned by the President; will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and be custodian of the corporate records. The Secretary shall provide a copy of the minutes to each Board member following a Board meeting and to the general membership after the Annual Meeting of Members. The Secretary shall keep a record of past and current Officers, Board members, committee members, and the general membership.

5.8. Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Association which will come into the Treasurer's hands, and will advise the Board of Directors respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President. The Treasurer shall provide to the Secretary a list of Members who have paid annual dues at least two days in advance of the Annual Meeting of Members.

## **ARTICLE VI COMMITTEES OF THE BOARD OF DIRECTORS**

The Association may have an Executive Committee and such other committees as determined by the Board. If the Executive Committee is formed, it shall consist of the four officers. The Executive Committee shall have and may exercise, when the Board is not in session and without specific delegation, all of the powers of the Board in the management of the affairs of the Association, except action with respect to election of officers or the filling of vacancies on the Board or on committees.

Any other committee that does not consist entirely of Directors shall be chaired by a Director and include as many Members or volunteers as the Board desires. Any other committee that does not consist entirely of Directors shall have only the authority delegated to it by the Board.

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

7.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

7.2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, will be signed by such officer or officers, agent or agents of the Association and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer and countersigned by the President or the President-Elect of the Association.

7.3. Deposits. All funds of the Association will be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may elect.

7.4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Association. The disbursements of the Association shall be limited to those that further the purposes of the Association.

7.5. Books and Accounts. The Association will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees. In addition, the Association will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

7.6 Nondiscrimination Policy. The Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

## **ARTICLE VIII PUBLIC ACTION AND REPRESENTATION**

8.1. Committees. No committee shall take public action nor any member represent him or herself as speaking in the name of the Association unless so authorized by the Board or by direct authorization by the membership at a general meeting.

8.2. The Board. The Board shall not purport to speak for the membership unless statements are based upon consent of the membership and/or consonant with Association policy as established by the membership.

8.3. No Political Action. The Association shall not support or oppose political parties or candidates for public office.

## **ARTICLE IX INDEMNIFICATION**

The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify each Director and officer of the Association against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he or she was a party because



he or she was a Director or officer of the Association. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Association shall, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify any employee who is not a Director or officer of the Association, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Association. The Association may, to the fullest extent authorized by Chapter 181, Wis. Stats., indemnify, reimburse, or advance expenses of Directors, officers, or employees.

#### **ARTICLE X FISCAL YEAR**

The fiscal year of the Association is the calendar year.

#### **ARTICLE XI OFFICES**

The Association shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

#### **ARTICLE XII AMENDMENTS**

12.1. By Directors. The Board of Directors may recommend amendments to these Bylaws for Member action per section 11.2, upon the majority vote of the Directors then in office, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting.

12.2. By Members. These Bylaws may be amended or repealed and new Bylaws may be adopted by two-thirds (2/3) of the Members at an Annual or special meeting, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

**ARTICLE XIII  
DISSOLUTION**

This Association shall be dissolved upon the simple majority vote of Members in good standing. After payment of all debts and obligations of the Association, the Association's assets will be contributed to an organization or organizations that are organized and operated exclusively for exempt purposes under section 501(c)(3) of the Code. A majority of the Board will select the organization.

Adopted this first day of May, 2025.

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Printed Name:

Officer Title: