

## **5 POINTS NEIGHBORHOOD ASSOCIATION**

BYLAWS (June 2014)

### **Article 1: Name**

**Section 1** Name of the Organization: The name of the organization shall be 5-Points Neighborhood Association, Inc. hereafter known as 5PNA.

### **ARTICLES II Boundaries**

**Section 1 Primary Boundaries:** of the 5PNA shall be defined as follows:

- 1) Grover Heights is bordered by Capitol Drive to the South, the Milwaukee River at Hampton Avenue to the North, I 43 to the West and Port Washington Avenue to the East.
- 2) Williamsburg Heights is bordered by Capitol Drive to the North, Keefe Ave to the South, I 43 to the West and Holton Street to the East.

### **Section 2 Expansion of Boundaries**

The streets that converge to form the Five Points adjoin other neighborhoods, transverse many areas across district, village, and city lines, some of which may have resident or business organizations. The right of petition to be included within the 5PNA shall be guaranteed to residents, block clubs, businesses, or neighborhood groups of areas immediately adjacent to 5PNA boundaries that fall within the borders of communities defined as touching the 5 Points. These may include portions of the currently defined territorial adjacent zip codes of 53209, 53212, 53206, 53205, 53233, 53202, and 53211, which extend beyond the primary areas but are currently contained by Teutonia Avenue to the West and North Avenue to the south for those who associate themselves with 5PNA.

Residents in the expanded borders must also fill out a membership application.

An organization or group membership application for inclusion shall contain signatures of at least a majority of those who would qualify as members of adjacent neighborhood group, organizations, and business board of directors or owners. This would provide those residents and groups the full rights of participation granted to affiliate members.

### **Article III: Purpose and Mission**

The purpose of the 5PNA is to engage in any lawful activities authorized by Chapter 181 of the Wisconsin Statutes. The Corporation is organized for charitable, educational, and/or scientific purposes within the meaning of Section 501c3 of the Internal Revenue code. To the extent consistent with the above general purposes, without limiting other activities it may undertake in furtherance of such objectives and purposes, the Corporation shall:

### **Section 1: Mission Statement**

The mission of the Five -Points Neighborhood Association is to organically develop and build the neighborhood that is consistently engaged in social, economically and group action to empower, educate, improve the quality of life, and advocate for the residents of the 5PNA.

- a. Proactively work to enhance the livability of the neighborhood by establishing and maintaining open lines of communication and acting as a liaison between neighbors, city agencies, offices, educational institutions, area business, associations, and other neighborhood and neighborhood groups.
- b. Provide and facilitate an open process whereby all members of 5PNA may become involved, and be heard on the issues, affairs, and concerns of the neighborhoods.
- c. Inform residents of the neighborhoods of any events or plans affecting these neighborhoods.
- d. Actively participate in the comprehensive neighborhood planning of this area.
- e. Promote and uphold the unique identity of our neighborhood, including our history, our traditions of cooperation, our social and civic engagement, diversity of race, economics, culture, family, lifestyles, and ongoing leadership training found in the 5PNA
- f. 5PNA may not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of the its policies, recommendations, or actions.

**Section 2: Prohibited Activities:**

- a. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation.
- b. The Corporation shall not in any way participate in any political campaign on behalf of or in opposition to any candidate for public office.
- c. The Corporation's primary activity will not be the operating of a social club.
- d. The Corporation will not carry on a business with the general public in a manner similar to organizations which are operated for profit.
- e. No part of the net earning of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- f. Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**Article IV: Membership**

**Section 1: Membership Categories Defined**

The membership in 5PNA is open to all residents, property owners, businesses, licensees, and representative of non-profit organizations within the boundaries of 5PNA. All parties that are interested in being an active member of the 5PNA must fill out a membership form in order to have voting rights.

- a. Constituent Members: those members residing within the stated geographical boundaries of the primary areas.

- b. Affiliate members: any individual, block club, business or organization who are in the immediate adjacent areas of the 5PNA who share the purposes, mission, and vision of the 5PNA.
- c. 5PNA membership may approve or remove an organization, constituent member, or affiliate member at any time.
- d. 5PNA membership is also ended by (a) resignation, (b) failure to meet the membership requirements listed in Sections 1 and 2, unless excused for good cause, or (c) expulsion by quorum vote at a regular or special meeting of the membership or Board for conduct unbecoming a member (decorum) or prejudicial to the aims or reputation of the organization.
- e. 5PNA does not discriminate on the basis of sex, income, age, sexual orientation, religion, disability, ethnicity, race, family status or national origin, and will not affiliate with any organization or group with goals that are incompatible with those of 5PNA.

## **Section 2: Dues**

- a. Charging of dues or membership fees is not a current practice, however voluntary contributions are accepted. Nominal fees will be charged as needed. Activities to raise funds for 5PNA use may be held, if appropriate.
- b. 5PNA may charge a nominal fee for a membership card to cover expenses related to the creation of said card which may entitle the member to specials that are offered at participating stores or allows for the picking up of material intended for the group. This card does not grant an individual the right to represent the organization to the public or serve as a spokesperson.

## **Section 3: Voting**

Voting shall be open to all persons within the set primary boundaries of 5PNA as described in Articles II of the bylaws, that are of voting age (18 and above) and who have applied for membership into the association.

- a. Constituent members are entitled to vote during General Meetings in which business is conducted.
- b. Constituent Businesses, Clubs, or Organization Membership - Where membership involves a business, club, or organization, such group shall, on being accepted into membership, immediately file with the Secretary of the Association the name and address of its representative, who shall be entitled to cast its one vote in general membership meetings.
- c. Affiliate members do not have the right to vote.
- d. Board members must remove themselves from voting when presented with a conflict of interest.
- e. Absentee or proxy votes must be received two weeks prior to vote. This extends to neighborhood actions, alliances, support or oppositions. The vote in the meeting will carry even if there are dissenting parties.

## **ARTICLE VI Funding**

### **Section 1 Grants and Private donations**

The 5PNA will use various opportunities to apply for grants through various sources that are aligned with its mission and vision. This will include developing partnerships that lead to grants, corporate, private donations, or other appropriate resources.

Funding may also come from voluntary contributions from members, associates, or person interested in contributing to further 5PNA's mission and purpose through its future website or by mail.

### **Section 2 Activities**

Activities to raise funds for 5PNA use may be held, if appropriate and in accordance to guidelines set forth for 501c3 organizations.

### **Section 3 Expenses/Non-Fixed Payments**

1) Board members contemplating costs for reimbursement in excess of \$25.00 on behalf of the 5PNA must first have approval of two other executive board members. Certain expenses: annual mailbox rental fee, mailing, printing, and State of Wisconsin Nonprofit Corporation annual registration fee -- shall be deemed to have standing approval.

2) Positions are voluntary; however, when funds become available and are deemed appropriate by board vote, stipends will be allotted for persons in such positions. Research about stipends for positions served and vote will be conducted and discussed prior to any disbursements.

\* Individuals that approve compensation arrangements will follow the conflict of interest policy.

\*We will approve compensation arrangements in advance of paying compensation.

\*We will document in writing the date and terms of approved compensation arrangements.

\*We will record in wiring the decision made by each individual who decided or voted on compensation arrangements.

\*We will approve compensation arrangements based on information about compensation paid by similarly situated taxable or tax-exempt organization for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations.

\*We will record in writing both the information and source relied on to base the decision.

### **Section 4 Dissolution**

After paying or adequately providing for debts and obligations of the association, the remaining assets shall be distributed for one or more exempt purposes within the meaning of the section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or to an tax exempt organization whose mission, purpose, or goals are similar to those of the 5PNA, or to a federal, state, or local government, for a public purpose with a similar mission.

## **ARTICLE VII: Meetings**

### **Section 1 Annual Meeting**

There will be a 5PNA annual meeting held each year for the purpose of election of officers and review of bylaws, mission, vision, programs and calendar of activities.

### **Section 2 Monthly Meetings:**

- a. General meetings will be held monthly.
- b. Meetings are announced through the neighborhood blogs, email, website, or any other media as determined by the board.

### **Section 3 Special Meetings**

Special meetings of the membership or the leadership may be called by the President or the Board of Directors as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days advance written or telephonic notice to all active members of 5PNA unless in case of an emergency meeting such 7-day notice would not be possible and a shorter notice period would then be given.

### **Section 4 Educational and Training Meetings**

Training and educational meetings are held as deemed necessary by the President or the Board of Directors, no less than once a year. Notification and purpose of the trainings shall require a month's notice in advance by written or telephonic communication.

### **Section 5 Agenda**

- a. The agenda of the General Meetings will include but not be limited to introductions, announcement, reports of committees and officers, old business, new business, special informational sessions, and adjournment.
- b. The agenda may also provide a forum in which to discuss community issues, listen to invited guests about specific topics, community leaders, elected officials, advocates, and presentations on how to improve the community.
- c. Subject to the approval of the Board of Directors, the President shall prepare the agenda for the annual, monthly and special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to the board directors as least seven (7) days in advance of the membership meeting.

### **Section 6 Quorum**

- a. A quorum for any annual, monthly or special meeting of 5PNA shall be the number of members in attendance. Unless otherwise specified in these bylaws, decision of the 5PNA shall be made by a majority vote of those members present at any meeting.

### **Section 7 Participation**

Any annual, monthly, special, board or committee meeting is open to any person and all who wish to be heard; however, only those eligible for constituent membership are entitled to vote. All actions or recommendations of the annual, monthly or special meetings shall be communicated to all.

### **Section 8 Proceedings**

The group may elect to follow revised Robert's Rules of Order in any area not covered by the bylaws for maintaining decorum when needed. Meeting presiders may limit discussion due to time constraints at their discretion.

## **ARTICLES VIII: Board of Directors**

### **Section 1 Composition of Board**

The Board of Directors, hereinafter referred to as the Board, shall be composed of the President, Vice President, Secretary, Treasurer, Block Representatives, and former President. The officers shall be elected by a majority of those attending the annual meeting.

### **Section 2 Duties of Board Members**

Board members shall act in the best interest of the neighborhood. Board members must also serve on one of the committees. Board members will also perform other responsibilities as needed to effectively fulfill the office held.

- a. President:** The president shall prepare the agenda and preside at all meetings of the Board and membership; shall appoint members on committees not elected, with a majority approval of the Board, and shall call for any meeting.
- b. Vice President:** In the absence of the president, the vice president shall function as the president. Should the president vacate the office, the vice president would then take over the duties of the president.
- c. Secretary:** The secretary will be responsible for all correspondence and minutes. The secretary shall keep written records of all meetings. Shall be responsible for making records of 5PNA available for inspection for any proper purpose at any reasonable time. The secretary shall also disseminate all materials pertinent to appropriate committees for their action that might be received by the secretary.
- d. Treasurer:** The treasurer shall be held responsible for any financial matters of the association and shall maintain records of collection and disbursement of 5PNA funds, but such disbursement shall require the signature of two out of three board members. The treasurer will also maintain the bank account and submit necessary reports as required by law and these Bylaws.
- e. Block Representatives:** Block club representatives shall be responsible to represent their blocks at Board meetings; they shall report to the Board any concerns of their block and report back to their block any pertinent information.

### **Section 3 Duties of the Board**

- a. Management:** The affairs of the 5PNA shall be managed by the Board between meetings. The Board will be held accountable to the membership; shall seek the views of those affected by any proposed policy or action before adopting any recommendations on behalf of the 5PNA; and shall comply with these bylaws.
- b. Board Meetings:** Board meetings may be called by the president or a majority of the board members by signed petition. The board may call a board or special meeting. These meetings will be open sessions but only Board members in attendance and decision will be made by a majority vote.
- c. Vacancies:** The board may fill any vacancy on the board or a committee by a majority vote and from within the active membership.

## ARTICLE IX: Committees

The Board may create standing and adhoc committees as it requires or deems necessary and may delegate to them any of its powers, subject to the Board's power to review and revise committee decisions. Unless otherwise determined by the Board, the President may appoint the members and designate the chairperson of each committee.

The makeup of a committee shall consist of at least three (3) people that are active in the 5PNA. They can exist as standing or ad hoc in order to carry out specific functions.

- Section 1      Beautification and Improvement:** The BI committee will organize clean ups, identify potential garden spots, keep up with violations and find resources for means of correction. In addition, the BI committee will call the city for attention to vacant lots, abandoned and razed properties, and improvements in lights, streets, and signs.
- Section 2      Neighborhood Business-Economic Development:** The BE committee will bring economic resources to the association, build strong neighborhood-business-community relationships, and provide connections to other businesses or organizations that support neighborhood activities.
- Section 3      Communications:** The communication committee will distribute and create newsletters and information packets, distribute monthly flyers and announcements, email members with information, make phone calls to remind members who do not have email about meetings, reconnect and re-invite absentee members and find out concerns of homebound members, and update website and utilize other means of social media.
- Section 4      Crime Prevention:** The crime prevention committee will attend presentations by Milwaukee Police Department, including crime and safety meetings at (District 5), keep a log of neighborhood crimes, keep up with trends in surrounding area, bring resources and information to club and individuals through presentations of pertinent safety information.
- Section 5      Elderly Assist:** The EA committee will assist with lawn or snow removal, make calls to the elderly in at least 3 week intervals to find out their needs and concerns, help serve as intermediaries when dealing with energy, phone, or other companies, make connections to organizations and places of resources, provides rides and help with errands as well as sometimes provide comfort or someone with whom just to talk.
- Section 6      Fundraising:** The fundraising committee will garner business support, organize ways to raise funds and to research grants aligned with neighborhood objectives.
- Section 7      Health & Wellness:** The HW committee will bring resources and presentations to the area (i.e. resources re: domestic violence, etc), design programs to address substance use and abuse in the community, find out causes of deaths in the area and the possible connections or contributions of the area's design to the health of those who have lived longer than 5 years in the area, investigate and work to determine links between environmental aspects of the neighborhood and health effects, monitor health conditions of people who report them, plan Health Fairs and Walks.
- Section 8      Hospitality:** The Hospitality committee will welcome new neighbors and secure as much info as possible about residents (names, address, phone), deliver folders (including neighborhood guidelines, contact information, call 4 action guide) and welcoming gifts, and provide updates on births and deaths in the area.
- Section 9      Official Communications:** The OC committee will email various governmental departments or call using (Block club or Association name), speak as a political representative for the group (given time limits or a need for addressing ordinances, funding

decisions, legislation that will affect the neighborhood), speak as group representative on certain issues, and speak with or email government officials with permission to use block clubs name or email.

**Section 10      **Research and Development:**** The RD committee will attend various kinds of meetings to scope worthwhile connections, city development and impact on area, licensing of businesses in the area, programs to align with mission and vision and work toward improving organization and find out projects that are taking place within the area.

**Section 11      **Security:**** This committee will report abandoned vehicles, report suspicious activity, loitering, nuisance, or repetitive activity, day watch and night watch, and provide individuals to serve as those who will watch others property while they are traveling.

**Section 12      **Youth activities/recreation:**** This committee will design activities to engage youth in club, encourage educational and employment opportunities, find and encourage participation in extra-curricular or summer learning activities, foster healthy lifestyle choices, plan block party and provide individual counseling and mentoring.

**Section 13      **Landlord:**** Keep an updated contact list of property owners who do not reside in the area, secure signatures on landlord compacts, communicate neighborhood concerns as well as concerns about tenants or property upkeep, and encourage participation in the association.

#### **ARTICLE X: Elections of Officers of the Board**

**Section 1      **Eligibility:**** Only persons eligible for 5PNA membership shall be qualified to hold an elected or appointed position. Eligibility requirements include but are not limited to a track record of participation in association activities, meetings, and committees. Elected positions are chosen from primary areas.

**Section 2      **Board Members:**** The president, vice president, secretary, and treasurer shall be elected at the annual 5PNA meeting. Elections for president and secretary shall take place in odd years. Elections for vice-president and treasurer shall take place in even years. Block club representative will be selected by their block club.

**Section 3      **Terms of office:****  
Elected officers serve an initial two year term. They may serve up to two additional consecutive terms of two (2) years upon reelection or until a successor is found or appointed.

**Section 4      **Nomination or Self-Declaration of Candidacy****  
Nomination of candidacy shall be permitted in the election of officers and Board members, which will take place. Although nominees need not be present to be nominated or elected, they must give their permission to be elected. Self-Declaration of Candidacy shall be permitted.

**Section 5      **Time of elections****  
Elections will take place during the month of July during the election year of that office.

**Section 6      **Eligibility of Voters****  
Board members verify eligibility of members to vote during the July meeting of the election year. Organizations within the borders of 5PNA and meet constituent membership are eligible for one vote per organization.

**Section 7      **Election Procedures****  
Voting shall be in person at the July meeting of the year. Absentee ballots or ballots by mail or proxy will be permitted two weeks in advance.



**Section 8      Vote necessary to elect**

Officers and Board members shall be elected by a simple majority of the votes cast. In the case of a tie, a second vote will be held. In the event of a second tie, a lot will be drawn by a person chosen by the presider of that meeting.

**Section 9      Removal from Office:**

Board members and officers may be automatically removed from their positions for the following reasons: failing to resign after moving from the primary area and losing status as a Constituent member, incapacitation, and unexcused absence from consecutive meetings, dereliction of duties, or committing acts that would reflect negatively upon the organization.

**Section 10     Vacancy in Office**

In the event of a vacancy occurring in any office or the Board for any reason, the unexpired portion of the term of said office may be filled by appointment of the board of Directors until the next regularly scheduled election.

**Section 11     Conflict of Interest:**

In the event of future compensation of board members, trustee, employees and/or independent contractors or other, the following policies will be used:

1. Board members and the financial committee will decide on and arrange compensation for any person to be compensated, after conducting any necessary background checks and researching standards of compensation.
2. The employee, who is also a board member, will abstain from voting when there exists the possibility of a conflict of interest and on matters directly concerning him/herself.
3. Conflict of Interest: Whenever a Board member determines that they have a conflict of interest relating to an item under discussion, they must inform the body (membership or Board) hearing the proposal that the conflict of interest exists and this must be recorded in the minutes. The Board member with the conflict of interest must elect to abstain from voting on the transaction.

**Article XI: Conflict of Interest Policy**

**Section 1: Purpose**

The purpose of the conflict of interest policy is to protect 5PNA interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2: Definitions**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XI, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3: Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 4: Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5: Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 7: Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Section 8: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

#### **ARTICLE XII: Indemnification**

- a. Each current and former Director of the Board shall be indemnified by the 5PNA against liability while acting properly for the 5PNA on its behalf. If the Board approve by appropriate resolution, such indemnification may include reasonable attorney's fees and expenses actually and necessarily incurred in defense of an action, suit or proceeding, brought against such a person. Such indemnification may be achieved through liability insurance.
- b. 5PNA agrees to indemnify and hold harmless each Board Member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board Member, including without limitation, actions taken or omitted by the Board Member consistent with these Bylaws and in furtherance of the of the business or affairs of 5PNA. The

satisfaction of any indemnification of the Board Members under this Section will be from, and limited to, 5PNA assets, and members shall not have any personal liability on account thereof.

#### **ARTICLE XIII: Amendments**

- Section 1      Procedure:** The power to amend Bylaws shall be vested solely by the membership at a general meeting over two successive meetings. Motions for an amendment shall be presented as a “first reading” at the general meeting; it will then be voted on after a “second reading” at the next regular General meeting.
- Section 2      Initiation of Motions:** A motion for an amendment or repeal of Bylaws or adoption of new Bylaws shall be initiated by the Board or an individual member.
- Section 3      Changes or Amendments:** Changes to an amendment, or amendments to an amendment, may be considered after the second reading, as long as there are no substantive changes to the original amendment.
- Section 4      Voting:** Amendments require consensus of no less than 10 members attending, for adoption. Motions that fail cannot be reintroduced at the same meeting.

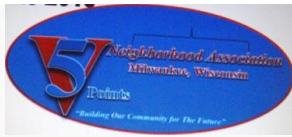
#### **Article XIV: Initial Approval of Bylaws**

##### **Section 1:    Adoption**

These Bylaws must be adopted by a consensus of at least 10 members attending a general meeting.

##### **Section 2:    Anniversary Date**

The 5PNA was founded in 2014. Application for Wisconsin non-profit corporation status was filed in 2014 and authorized in 2014. Application for 501 c3 status was filed in 2014.



## Individual Membership Application

Date \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

Neighborhood Name \_\_\_\_\_

Phone Number : \_\_\_\_\_

Emergency Contact : \_\_\_\_\_

Email \_\_\_\_\_

Ethnic background \_\_\_\_\_

Membership type: \_\_\_\_\_ Constituent \_\_\_\_\_ Affiliate

\_\_\_\_\_ Youth/Young Adult (ages 5-20)\* \_\_\_\_\_ Individual (21-59) \_\_\_\_\_ Senior (60+)

Specific skills and talents are sometimes needed to enhance the quality of our programs. Please list any specific skills, ie, research, computers, web design, etc.... \_\_\_\_\_

Hours (per week or total) you are able to volunteer : \_\_\_\_\_

Day/times you are available \_\_\_\_\_

On which specific committee would you like to serve?

\_\_\_\_\_ Crime Prevention/Watch

\_\_\_\_\_ Parking/Traffic Issues

\_\_\_\_\_ Research and development

\_\_\_\_\_ Communications

\_\_\_\_\_ Security

\_\_\_\_\_ Welcoming New Neighbors/Hospitality

\_\_\_\_\_ Youth Activities/recreation

\_\_\_\_\_ Fundraising

\_\_\_\_\_ Beautification and Improvement

\_\_\_\_\_ Neighborhood Business/economic development

\_\_\_\_\_ Elderly Assistance

\_\_\_\_\_ Landlord Communications

\_\_\_\_\_ Health & Wellness

\_\_\_\_\_ Other

**\*\* Background checks may be completed for those working with children or the elderly.**

Please Initial \_\_\_\_\_



**Purpose and Goals:** As a member/program participant of the 5PNA, I agree to cooperate in the accomplishment of the 5PNA's accepted purposes for its neighborhoods and to practice decorum that demonstrates respects and promotes the mission. I recognize that the 5PNA memberships and programs embrace all types of members and involves identification worldwide via web. Please Initial \_\_\_\_\_

**Liability:** I understand that physical activities may occur through some of the activities or even ts. I agree to assume all liability and release the 5PNA and its groups from any liability for the risk of injury, illness or death on account of my presence at a meeting or any type of event or on account of my involvement in any activities, whether caused by negligence of the 5PNA or another person on the premises or at a sponsored activity. . In the event of an emergency, I give permission to 5PNA to conduct emergency medical care and/or contact emergency medical personnel to provide assistance and/or transport to the nearest medical facility. I will assume full responsibility for all charges related to the above. Please initial \_\_\_\_\_

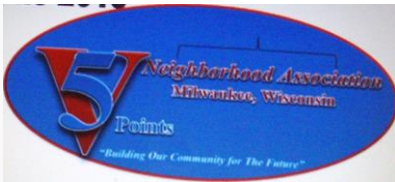
**Decorum and Privacy:** Volunteers are a valuable resource to 5PNA. We are committed to involving volunteers in a variety of activities to enrich their academic, professional and personal development. 5PNA recognizes that the skill, generosity and commitment of our volunteers, make the range and quality of our services possible. Volunteers have the right to be treated with respect, receive effective and supervision, and ongoing support and recognition for their contribution to Walnut Way. In return, volunteers agree to actively perform their duties to the best of their abilities, be accountable to the agency, be considerate of time commitments, and to provide thoughtful feedback. All data, materials, knowledge, and information generated through, originating from, or in possession of 5PNA is considered privileged and confidential and is not to be disclosed to any third party. This includes, but is not limited to, any information of, or relating to officers, residents, funders, volunteers, operations and activities. This privilege extends to all forms and formats in which the information is maintained and stored. Unless permitted in writing any disclosure, misuse, copying or transmitting of any material, data or information whether intentional or unintentional, will subject you to disciplinary action and/or prosecution according to the procedures set forth by the Bylaws, Robert's Rules of Order and/or any applicable laws. Please initial \_\_\_\_\_

**Photos/talent Release:** : I hereby irrevocably release, consent and allow the 5PNA and its respective groups to use my photography/likeness/voice, as it pertains to my participation with the 5PNA and its respective groups, in any manner for promotional efforts without expectation of any reimbursement in connection with its use. I further acknowledge that this use may be local, national, or via the web worldwide. Please initial \_\_\_\_\_

**Evaluations:** I understand that 5PNA members may be asked to complete an evaluation of the association's progress. I permit 5PNA to use quotations from my written evaluations to promote programs and further develop the association. Please initial \_\_\_\_\_.

**Leadership training:** I agree to complete the basic orientation and training program required of all 5PNA officers, board members, and committee chairs. I understand that additional training requirements may vary with specific volunteer positions. Please initial \_\_\_\_\_

Questions:



## Business or Organization Membership Application

Date \_\_\_\_\_

Organization Name: \_\_\_\_\_

Type of Group \_\_\_\_\_

Group Contact Name \_\_\_\_\_

If constituent member name who will cast the vote for the group \_\_\_\_\_

Address \_\_\_\_\_

Contact Phone Number \_\_\_\_\_

Email \_\_\_\_\_

Emergency Contact \_\_\_\_\_

Membership Type: \_\_\_\_\_ Constituent \_\_\_\_\_ Affiliate

Number of group members or executive \_\_\_\_\_

Number of members or executives who voted for membership: \_\_\_\_\_

Names and signatures of members who voted for membership: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Please state the reason the group would like to become a member of the 5PNA. \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Specific skills and talents are sometimes needed to enhance the quality of our programs. Please list what your group will bring ie, research, computers, web design, etc.... \_\_\_\_\_

Hours (per week or total) someone from the group is able to volunteer : \_\_\_\_\_

Day/times available \_\_\_\_\_

On which specific committee would you like to serve?

\_\_\_\_\_ Crime Prevention/Watch \_\_\_\_\_ Parking/Traffic Issues \_\_\_\_\_ Research and development

\_\_\_\_\_ Communications \_\_\_\_\_ Security \_\_\_\_\_ Welcoming New Neighbors/Hospitality





\_\_\_\_\_ Youth Activities/recreation \_\_\_\_\_ Fundraising \_\_\_\_\_ Beautification and Improvement \_\_\_\_\_  
Neighborhood Business/economic development \_\_\_\_\_ Elderly Assistance \_\_\_\_\_  
\_\_\_\_\_ Landlord Communications \_\_\_\_\_ Health & Wellness \_\_\_\_\_ Other \_\_\_\_\_

**\*\* Background checks may be completed for those working with children or the elderly.** Please Initial \_\_\_\_\_

**Purpose and Goals:** As a member/program participant of the 5PNA, I agree to cooperate in the accomplishment of the 5PNA 's accepted purposes for its neighborhoods and to practice decorum that demonstrates respects and promotes the mission. I recognize that the 5PNA memberships and programs embrace all types of members and involves identification worldwide via web.

Please Initial \_\_\_\_\_

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Please initial \_\_\_\_\_

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Please initial \_\_\_\_\_

**Name** \_\_\_\_\_



Date \_\_\_\_\_

**Please accept my voluntary contribution. Cash or money orders accepted.**

**\$1.00 children to 12 years of age**

**\$5.00 Teenagers to 20 years of age**

**\$20.00 Individuals 21-59 years of age**

**\$10.00 Seniors and disabled individuals (60+)**

**Businesses and other groups please use amounts above per member.**

**\*membership is not dependent upon making a contribution; however, receiving a membership card requires a contribution to cover expenses for the creation of the card which may entitle you to discounts with businesses and individuals who accept the card for those purposes.**