



# **WESTNEDGE HILL NEIGHBORHOOD**

**BYLAWS**

**OF**

**WESTNEDGE HILL NEIGHBORHOOD ASSOCIATION**

**(A Michigan Nonprofit Corporation)**

**July 3rd, 2025**

## ARTICLE I - OFFICES

### Section 1.1 Registered Office.

The registered office of the Corporation shall be as set forth in its Articles of Incorporation.

### Section 1.2 Business Offices.

The Corporation may have business offices at such places as the Board of Directors may determine.

## ARTICLE II - PURPOSE

### Section 2.1 General.

The Westnedge Hill Neighborhood Association helps to increase community engagement and build relationships among residents and neighbors; to share information and work together on challenges that are common to the neighborhood; and to create an inclusive and respectful forum to encourage cooperation between the neighborhood and the City of Kalamazoo.

## ARTICLE III - Members

### Section 3.1 Eligibility.

Eligibility for membership is defined below as any individual who is at least 18 years old and is:

1. A resident in the neighborhood; or,
2. An owner or business lessee of real property in the neighborhood; or,
3. The designated representative of a nonprofit, educational organization or governmental organization in the neighborhood.

Resident members may use documentation of any kind showing the member's full name and address inside the neighborhood; or another member may vouch for one new resident member's eligibility. Business/property owner or lessee members may use documentation showing real estate ownership and the name of the entity paying property tax at that address, or a copy of the business lease at that address. Organizational representative members may document their representative status with an official letter from the organization designating the representative by name.

### Section 3.2 Membership Dues.

The organization does not charge dues. Voluntary donations to support the Association and its activities are encouraged.

### Section 3.3 Place of Meeting.

All meetings of the Members of the Corporation shall be held at such place in Kalamazoo County, Michigan, as may be determined at the discretion of the Board of Directors. The place of the meeting will be convenient for the Membership to attend.

Meetings shall be open to members of the corporation, except for meetings, or portions of meetings, relating to personnel, contracts, legal issues, Board Member development or other matters exempt from disclosure by State or Federal law

### Section 3.4 Annual Meeting of the Members.

The annual meeting of the Members, for the purpose of electing the Directors to serve on the Board of Directors and for the transaction of other business that may come before the meeting, shall be held once a year. The time and place for this meeting will be determined by the Board of Directors with proper written or printed notice.

### Section 3.5 Order of Business at Annual Meeting.

#### Call to Order

- Welcome and introductions
- Confirmation of quorum

#### Approval of Previous Meeting Minutes

- Review and approval of the minutes from the last annual meeting

#### Financial Report

- Overview of the neighborhood budget and expenses
- Update on funding for upcoming projects

#### Neighborhood Updates

- Report on recent community projects
- Plans for upcoming neighborhood events or initiatives

#### Election of Board Members (if applicable)

- Nominations and voting for new board members or re-election of current members

#### Open Forum

- Questions, comments, or concerns from residents
- Discussion of neighborhood issues or ideas for improvement

#### Announcements

- Upcoming neighborhood events, meetings, or projects
- Other relevant neighborhood news

#### Adjournment

- Closing remarks
- Meeting adjourned

### Section 3.6 Quorum

To conduct business at the Annual Meeting and Special Meetings of the members, a quorum shall consist of at least ten (10) members.

### Section 3.7 Notice of Meeting of Members.

Notice for annual meetings shall be sent out to members not less than 20 days prior to the meeting date.

When a meeting is adjourned, a notice of the time and place of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting.

### Section 3.8 List of Members Entitled to Vote.

The President of the Corporation shall make and certify a complete list of Members and have this available at a Members' meeting or any adjournment thereof. The list shall;

- a. List of active member names.
- b. Be arranged alphabetically, with the address of each be produced at the time and place of the meeting.
- c. Be subject to inspection by any Member during the whole time of the meeting.

- d. Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

### Section 3.9 Virtual Participation and Voting

#### I. Virtual Attendance

Board members may participate in board meetings through electronic means (including but not limited to video teleconferencing or teleconferencing platforms) that allow all participants to hear and be heard simultaneously. Participation in this manner shall constitute presence in person at the meeting.

#### II. Virtual Voting

Voting on board matters may be conducted virtually, provided that:

1. All board members have access to the same communication platform;
2. The method used ensures the identity of each voting member and the security of the vote;
3. All votes are recorded in the Minutes as if cast in person;
4. Quorum requirements are met as defined in Section 3.6

#### III. Email or Asynchronous Voting

In circumstances where a live meeting (virtual or in person) is not feasible, votes may be cast via email provided that:

1. The proposed motion is clearly stated in writing to all board members;
2. A deadline for submitting votes is included;
3. A majority of the full board participates in the vote;
4. The results are recorded in the Minutes of the next regular meeting.

### Section 3.10 Inspectors of Election.

The Board of Directors, in advance of a Members' meeting, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof.

### Section 3.11 Organization and Conduct of Meetings.

Each meeting of the Members shall be presided over by the President of the Corporation, or in the case of their absence, by the Vice-President (in the absence of both the President and Vice-President, the Secretary or in his/her absence, the Treasurer shall preside). The role of the Secretary shall be filled by the Secretary of the Board, or by his/her assistant, or in the absence of both, by a person appointed by the President. The person presiding over the meeting may choose to conduct the meeting by Robert's Rules of Order, or by a less formal procedure unless a majority or the Members present vote to have the meeting conducted by Robert's Rules.

### Section 3.12 Special Meeting of Members.

A special meeting of Members may be called at any time by the President of the Corporation or by a majority of the Members of the Board of Directors then in office, or by not less than ten percent (10%) of the Members entitled to vote at such a special meeting. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Members of the Board of Directors then in office, or by Members as above provided, the President of the Corporation shall prepare, sign and mail the notices requisite to such meeting. Notice of the special meeting shall be given within the time required by Section 3.7 above.

### Section 3.13 Vote of Members.

Each Member is entitled to one (1) vote on each matter submitted to a vote. Members who have a disability may vote by proxy at a meeting; all other Members must vote in person at the meeting. A Member wishing to vote by proxy shall inform the Corporation prior to the election, arrangements for proxy vote shall be made.

When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or the Act. Directors shall be elected by a plurality of the votes cast at an election.

### Section 3.14 Record Date for Determination of Members.

Member's voting eligibility must be determined 10 days prior to a meeting involving voting of members.

Section 3.15 Resignation. Any Member desiring to resign shall submit a written resignation to the Board of Directors, which shall accept such resignation.

## ARTICLE IV - BOARD OF DIRECTORS

### Section 4.1 Functions.

Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

#### Section 4.2    Number, Selection and Term.

The Board shall consist of the four (4) officers described in Section 5.1, and four (4) or more at-large members (hereinafter Directors). The Directors shall be elected by the board of the Corporation. The size of the Board shall be determined by the Board of Directors

The initial Board of Directors shall consist of those persons who serve as directors of the unincorporated organization named "Westnedge Hill Neighborhood Association".

#### Section 4.3    Board Terms for Officers and Members at Large

Officers (President, Vice President, Secretary, and Treasurer) and Members at Large each serve a two-year term. Board members can serve up to three consecutive terms in the same role. After serving three terms in a row in the same position, they must take a break of at least one year before being re-elected to that same position.

Terms may be staggered to keep experience on the board - for example, electing some roles one year and others the next, If someone steps down mid-term, the board may appoint someone to fill the role for the rest of that term. Board members stay in their roles until a successor is elected, even if their official term ends.

#### Section 4.4    Nomination of Directors. A nominating committee of two

- a. Before the annual meeting and election, the Board will choose its members and one other person from the Corporation at its meetings. This group, called the committee, will find and nominate people who are ready to actively serve on the Board and represent the members of the Corporation. Each standing committee will also suggest a nominee for its chairperson. At the annual meeting, the members can also suggest additional nominees. All nominees must be eligible to vote as members of the Corporation.

#### Section 4.5    Meetings.

- a. The Board of Directors may set the time and place for regular meetings of the Board as is necessary to conduct the business of the Corporation.

- b. Unless otherwise agreed by the Board of Directors, the annual meeting of the Board of Directors of the Corporation shall be held at the same place as and immediately following the annual meeting of Members in each year.
- c. Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President or three (3) of the Directors.
- c. Meetings of the Board of Directors may be held at any place or places that are convenient to the Directors.

#### Section 4.6 Public Comment Protocol

Resident input in the form of public comment is encouraged at Board meetings. To ensure meetings run efficiently and respectfully, the following guidelines apply to public comment during Board meetings.

##### A. Purpose

Public comment is an opportunity for residents to bring issues, suggestions, or concerns to the attention of the Board. It is not a question-and-answer session or a time for discussion among Board members and attendees.

##### B. When Public Comment Occurs

A Public Comment period will be held near the start of each regular Board meeting. At the discretion of the Chair, comments may also be allowed during specific agenda items, especially those directly affecting the broader neighborhood.

##### C. How to Sign Up

Attendees who wish to provide public comment must submit an online request form on the website and provide their name, address, phone and email and a brief description of their topic. These requests will be monitored by the Board Chair and added to the next meeting agenda.

##### D. Time Limits

Each speaker is allowed up to 3 minutes to speak. If there are many speakers, the Chair may limit each speaker to 2 minutes to ensure everyone has a chance to participate.

##### E. Rules of Conduct

Comments are to be kept respectful and focused on issues relevant to the neighborhood. Personal attacks, profanity, or disruptive behavior will not



be tolerated. The Board reserves the right to end a speaker's time early if these standards are not upheld.

#### F. Board Response

Board members may offer brief clarifications but will typically not engage in discussion during public comment. Items raised may be referred to a committee, followed up on individually, or placed on a future meeting agenda.

#### G. Recording

Meetings may be recorded or have minutes taken. All public comments become part of the official meeting record.

#### H. Accessibility

If residents need special accommodations to participate in a meeting, the Board Chair must be notified at least 48 hours in advance.

### Section 4.6 Notice of Meetings.

The annual meeting of the Board of Directors will take place without any additional notice other than what is stated in these rules. The Board can set regular meeting dates in advance, choosing a time and place that works for everyone. All Directors will be given notice of regular meetings and the agenda at least 24 hours before the meeting.

For special meetings, the Board must notify each Director of the time, place, and purpose of the meeting at least 24 hours in advance, either in person, by phone, or email. However, no notice is needed if someone has signed a waiver agreeing to attend the meeting or if they show up without objecting to not getting notice.

### Section 4.7 Organization and Conduct.

The President or, in his/her absence, the Vice President shall preside over each meeting of the Board (in the absence of both the President and Vice President, the Secretary, or in his/her absence, the Treasurer shall preside). The meetings may be conducted either formally by Robert's Rules of Order, or informally, at the discretion of the presiding officer unless the majority of those present request that Robert's Rules of Order be followed. The Secretary (or in his/her absence, the member appointed by the presiding officer) shall record the minutes of the meetings. The presiding officer shall vote only when necessary to break a tied vote.

### Section 4.8 Attendance at Board Meetings.

If a Board member misses more than half the regularly-scheduled meetings in any year, his/her seat shall become vacant and such vacancy shall be filled according to Section 4.11 of these Bylaws.

The President may excuse an absence from a regularly-scheduled meeting if the following conditions are met:

- a. The member asks in person or in writing to be excused prior to the meeting.
- b. The absence is due to circumstances that are of an emergency nature or beyond the control of the member. In this case, an explanation will be given at the next regularly scheduled Board meeting.

#### Section 4.9 Resignation.

A Director may resign by giving written notice to the President of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

#### Section 4.10 Removal.

Any Director may be removed at any time, with or without cause, by vote of a majority of Members entitled to vote at an election of Directors.

#### Section 4. 11 Vacancies.

An opening on the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled either by the affirmative vote of a majority of the remaining Directors.

If because of death, resignation or other cause, the Corporation has no Directors in office, an Officer, a Member, an executor, administrator, trustee or guardian of a Member, or other fiduciary entrusted with like responsibility for the person or estate of a Member, may call a special meeting of Members in accordance with the Articles of Incorporation or these Bylaws.

#### Section 4. 12 Quorum.

The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

#### Section 4. 13 Voting.

The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.

#### Section 4. 14 Action by Unanimous Consent.

Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors.

#### Section 4. 15 Compensation of Directors.

The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

## ARTICLE V - OFFICERS

### Section 5.1 Officers.

The Officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary.

The initial Officers shall be those serving as Officers for the unincorporated Westnedge Hill Association. Thereafter, the Officers shall be elected by the Board of Directors at each annual meeting. Any two (2) or more offices, except that of President and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers. Each Officer shall be elected for a term of two (2) years or until his resignation or removal.

### Section 5.2 President.

The President shall preside at all meetings of the Board of Directors. The President shall perform such other duties and functions as shall be assigned to him or her as determined by the Board of Directors. He or she shall be, ex officio, a Member of all standing committees. The President shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents that are necessary for the operation of the Corporation in the name of and on behalf of the Corporation.

### Section 5.3 Vice President.

The Vice President shall have such powers and perform such duties as assigned by these Bylaws or by the Board of Directors. In the event the President is absent or unavailable, the Vice President shall perform the duties and exercise the powers of the President.

### Section 5.4 Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors in a binder provided for that purpose and sign, with the President, in the name of the Corporation, all contracts when authorized to do so. The Secretary shall have charge of such binders and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any Director, and in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

### Section 5.5 Treasurer.

The Treasurer shall have custody of all the funds and securities of the Corporation, and to the extent approved by the Board of Directors pursuant to Section 9.2 of these Bylaws, the Treasurer may endorse checks, notes and other obligations for collection on behalf of the Corporation and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Directors may designate; sign all receipts and vouchers for payments made to the Corporation; enter or cause to be entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all monies received and paid on account of the Corporation, and whenever required by the Board of Directors shall render statements of such accounts; shall, at all reasonable times, exhibit the books and accounts to any Director of the Corporation, and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

#### Section 5.6 Compensation of Officers.

No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

#### Section 5.7 Resignations.

Any Officer may resign at any time by giving written notice to the Board of Directors or to the President of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 5.8 Removal.

Any of the Officers designated in Section 5.1 of this Article V may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a majority of the total number of Directors.

### ARTICLE VI - COMMITTEES

#### Section 6.1 General

In addition to the nominating committee described in Section 4.3, the Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation; and the President shall designate the individuals to serve as chairpersons of said standing committees. Special committees may be appointed by the President or by the Board of Directors. Any Special Committee shall be dissolved as soon as it has fulfilled its functions. Membership on committees need not be confined to those who are Directors or Members of the Corporation.

### ARTICLE VII - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

#### Section 7.1 Indemnification of Directors and Officers: Claims By Third Parties.

The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

#### Section 7.2 Actions by or in Right of the Corporation.

The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

#### Section 7.3 Expenses.

To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 of this Article or in defense of any claim, issue or matter therein, the Corporation may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

#### Section 7.4 Determination of Indemnification.

As a condition precedent to any indemnification under Sections 7.1 and 7.2 of this Article the Board of Directors shall just make a determination that indemnification of the Director, Officer,

employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 7. 1 and 7.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 3.11 of these Bylaws) consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 7.1 and 7.2, then the Board of Directors shall decide the amount the Corporation shall pay for indemnification. If the Corporation's Board of Directors determines that a person seeking indemnification shall be indemnified under Section

7. 1 or 7.2 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Corporation shall not be liable for any additional amounts.

Section 7.5    Repayment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 7. 1 and 7.2 of this Article may, in the complete discretion of the Board of Directors, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

#### Section 7.6    Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

### ARTICLE VIII - FISCAL YEAR

#### Section 8.1

##### Fiscal Year.

The fiscal year of the Corporation shall end on December 31st and begin on January 1st.

### ARTICLE IX - MISCELLANEOUS PROVISIONS

#### Section 9.1 Contracts, Conveyances, Etc.

Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such Officers or agents as may be specifically authorized by the Board of Directors.

#### Section 9.2 Execution of Instruments.

Unless otherwise designated by the Board of Directors, all Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by such Officers of the Corporation as from time to time are designated by resolution of the Board of Directors. The Board of Directors may also require that checks or drafts be signed by two (2) or more persons.

#### Section 9.3 Borrowing.

No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors of the Corporation. When authorized to do so, any Officer or agent of the Corporation may affect loans and advances for the Corporation from any bank, trust company or other institution or from any firm, Corporation or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness and liabilities of the Corporation. When authorized to do so, any Officer or agent of the Corporation may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation any and all stocks, securities and other personal property at any time held by the Corporation and to that end may endorse, assign and deliver the same. The authority contained in this Section 9.3 shall be expressed and confined to specific instances.

#### Section 9.4 Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 9.5 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given to the Directors, or to any Officers of the Corporation unless otherwise provided herein or in any statute, shall be given by mailing to such Director or Officer at his or her last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

#### Section 9.6 Corporate Seal.

The Corporation shall have the right to adopt a corporate seal.

Section 9.7 Headings and Parenthetical Insertions.

The article and paragraph headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

Section 9.8 Conflict With Statute.

In the event any article or section of these Bylaws shall conflict with the Michigan Nonprofit Corporation Act, the Act shall rule.

ARTICLE X - AMENDMENTS AND ADDITIONS

Section 10.1 Amendments.

These Bylaws may be altered or amended at any duly called meeting of the Members, at which a quorum is present, by a majority vote of those present, provided that written notice describing the substance of the proposed amendment has been sent to each Member of the Corporation at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Members.

These By-Laws may also be altered or amended at any duly called meeting of the Board of Directors by the affirmative vote of a majority of all Directors then in office, provided that written notice describing the substance of the proposed amendment has been sent to all Directors at least ten (10) days in advance of the meeting. Any amendment approved by the Directors shall be effective when approved by the Directors.

Section 10.2 Rules and Regulations.

The Members may adopt additional rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

ARTICLE XI- GIFT ACCEPTANCE POLICIES AND GUIDELINES

Section 11.1 Purpose

As a 501(c)(3) nonprofit organization, the Westnedge Hill Neighborhood Association (WHNA) encourages the solicitation and acceptance of gifts for purposes that will help further and fulfill its mission.

Section 11.2 Authorization



WHNA may generally solicit and accept gifts that are consistent with its mission. Subject to this policy, donations may generally be accepted from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitation. In the course of its regular fundraising activities, WHNA may accept donations including but not limited to: money, stock, other assets, and in-kind goods or services.

### Section 11.3 Purpose of Policies and Guidelines

The Board of Directors, staff or volunteers may solicit gifts from individuals, corporations, and foundations to secure future growth and mission delivery. These policies and guidelines govern the acceptance of gifts by WHNA and provide guidance to prospective donors and their advisors when making gifts. The provisions of these policies will apply to all gifts received by WHNA for any of its programs or services.

### Section 11.4 Use of Legal Counsel

1.

1. The Organization will seek the advice of legal counsel in matters relating to acceptance of gifts when appropriate. Review by outside counsel will be recommended for:
2. Transactions with a potential conflict of interest that may invoke IRS sanctions
3. Gifts requiring an unmitigated continuing obligation on the part of WHNA
4. Gifts with significant restrictions from the grantor
5. Other instances in which use of counsel is deemed appropriate by the Board of Directors.

### Section 11.5 Ethical Fundraising

Prospective donors will be urged to seek the assistance of personal legal and financial advisors in matters relating to their gifts and the resulting tax and estate planning consequences. WHNA will strive to uphold the Code of Ethical Principles and Standards adopted by the Association of Fundraising Professionals.

### Section 11.6. Potential Conflicts

The Board of Directors personally accepting gifts, entertainment, beneficial actions or other tokens of recognition from individuals or entities can result in a conflict of interest when the party providing the gift, entertainment or favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Board of Directors in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of WHNA. WHNA's conflict of interest policy is herein incorporated by reference to this document.

### Section 11.7 Acceptance of Gifts

Gifts will be accepted by WHNA through its Board of Directors. Individuals or organizations that wish to donate to a specific project or initiative should be counseled by WHNA on the most effective and appropriate way to do so.

#### Section 11.8. Restrictions on Gifts

- a. WHNA will accept unrestricted gifts and gifts for specific programs and purposes, provided that acceptance of such gifts are consistent with its stated mission, purposes, and priorities. WHNA will not knowingly accept any gifts that violate any federal, state, or local statute or ordinance or accept gifts that are too restrictive in purpose.
- b. Gifts that are too restrictive are those that:
- c. Violate the terms of the Articles and Bylaws
- d. Contain unreasonable conditions or encumbrances
- e. Are financially unsound
- f. Could expose WHNA to unreasonable liability
- g. Are difficult to administer due to size or nature of the administration, etc.
- h. Are for purposes contrary to or outside the mission of WHNA
- i. In its role on gift acceptance, the Board is charged with the responsibility of reviewing specific gift proposals made to WHNA. When proposals present restrictions that may be outside the guidelines of this policy, the Board will discuss such proposals as appropriate. The Board may make a final decision on the restrictive nature of a gift, and its acceptance or refusal, when necessary.

#### Section 11.9 Miscellaneous Provisions

1.

1. Securing appraisals and legal fees for gifts: It will be the responsibility of the donor to secure any appraisal required for tax valuation purposes; and any required independent legal counsel for all gifts made to The Organization. Exceptions to this provision may be made by the Board, as necessary, and provided that WHNA's independence is not compromised.
2. Valuation of gifts for development purposes: WHNA will record a gift at its valuation for gift purposes on the date of gift.
3. Philanthropic Intent: The Organization will determine that gifts to WHNA are evidence of philanthropic intent to avoid WHNA being a vehicle for either intended or innocent avoidance of taxes, prejudiced purposes, or valuation of gifts without the required professional evaluation.

4. IRS Filings: WHNA, through the Treasurer, will comply with all IRS tax reporting requirements related to the acceptance or disposition of gifts, including form 8283 and 8282.
5. Gift Acknowledgement: WHNA will acknowledge all gifts made to WHNA and compliance with the current IRS requirements (See e.g. IRS Publication 561 Determining the Value of Donated Property and IRS Publication 526 Charitable Contributions).

Section 11.10 Changes to Gift Acceptance Policies

These policies and guidelines have been accepted by the Board of Directors, which must approve any permanent changes to these policies hereafter.

I certify that the foregoing Bylaws were adopted by the Corporation on the day of July 3rd, 2025.