

Churchill Downs



Community Association

By-Laws

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CHURCHILL DOWNS COMMUNITY ASSOCIATION

LANSING, MI

CHURCHILL DOWNS COMMUNITY ASSOCIATION BY-LAWS

As adopted in March, 2024

Article I General Information

Section 1 Address:

The registered office of the Churchill Downs Community Association (CDCA) shall be the President unless designated differently by the Executive Board (which must be the address of its resident agent).

Section 2 Boundaries:

The CDCA, Lansing, Michigan, for which this organization associated, is considered the geographic area within the following boundaries: Holmes Road on the north, Jolly Road on the south, Waverly Road on the west, and Wainwright Avenue on the east with an imaginary line leading to Holmes Road.

Section 3 Purposes:

- A. To contribute to the community by supporting and initiating activities beneficial to the community, City of Lansing, and society in general.
- B. To work cooperatively in solving problems affecting the health, safety, and general welfare of community residents.
- C. To establish effective communication links between the Community Association, residents, local government, and other community organizations.

Article II Membership:

Section 1 Eligibility:

Members shall be open to persons 18 years of age and older who reside, own property, operate a business, or operate a service organization in the CDCA, and subscribe to the purposes of the organization.

Section 2 Status:

Members of the CDCA shall have the right to vote and make motions on CDCA matters, including association decisions and elections.

Section 3 Removal from General Association Membership:

A member will lose their voting right and membership in the CDCA if at least two thirds (2/3) of the CDCA members present at that meeting support that action. For this meeting two Executive Board members not involved shall count the ballots. The member in question should be told any reasons for removal and be given a chance to respond before a vote is taken. Some possible reasons for removal: Not acting in the best interest of the Association, Behavior that is unethical, illegal, disruptive, or disrespectful.

Article III Meetings:

Section 1 General Association Meetings:

A general association meeting for CDCA members shall be held once every month, for a minimum of ten (10) yearly meetings. This meeting shall be scheduled at one standard time and day of each month. This one time and day shall be determined once yearly by the Executive Board. THE MEETING IN OCTOBER SHALL BE THE ANNUAL MEETING. Notice of membership meeting shall be given not less than ten (10) or more than sixty (60) days before the date of the meeting, except as otherwise provided in these by-laws. All meetings shall be conducted in accordance with the current edition of "Robert Rules of Order". If the CDCA by-laws conflict with "Roberts Rules of Order" the CDCA by-laws shall take precedence.

Section 2 Executive Board Meetings:

This meeting shall be scheduled at one standard time and day of each month. The Executive Board shall hold a minimum of ten (10) meetings per year.

Section 3 Special Association Meetings:

Special association meetings can be held at different times than the general association meetings at the request of the CDCA President, or three Executive members or five association members.

Section 4 Cancellation:

General association meetings can be canceled by a majority of the Executive Board. Some possible reasons: Meeting location is not available, County or city health concerns, Tornado/Weather warnings.

Section 5 Notification:

- A. Members of the CDCA shall be notified of special association meetings at least 25 hours in advance of said meeting.
- B. Members of the CDCA shall be notified of meeting cancellations at least five (5) days in advance of scheduled meeting dates, precluding emergencies or natural disasters.
- C. Agendas for all CDCA meetings shall be available to CDCA members at the time of the general association or special meeting.
- D. Minutes of all CDCA general association and special meetings shall be available to CDCA members.

Section 6 Quorum:

A Quorum shall consist of the CDCA members present.

Article IV Executive Board:

Section 1 Executive Board:

The CDCA shall be governed by an Executive Board. This Executive Board shall consist of the following positions: President, Vice-President, Treasurer, Secretary, and up to five (5) At-Large positions.

Section 2 Duties:

- A. The Executive Board shall act for the general membership in accordance with its mission, by-laws, and rules. The Executive Board shall give reports of its actions at all general association meetings.
- B. The respective Executive Board members shall have the following duties aside from serving as Board members.
- C. 1. President:
 - * Serve the CDCA membership as its executive.
 - * Preside over CDCA meetings.
 - * Represent and communicate for the CDCA.
 - * Co-sign checks greater than \$100.00 in value.
 - * Maintain the success of the CDCA.
 - * Appoint a CDCA member at a general CDCA meeting, as necessary, to act as Sergeant-at-Arms.

2. Vice-President:

- * Assume the executive duties in the absence of the President.
- * Maintain the internal success of the CDCA, its committees, and its general membership.

3. Treasurer:

- * Maintain the budgetary and financial matters of the CDCA.
- * Handle all funds of the CDCA.
- * Arrange for a local Certified Public Accountant to do an audit, when requested by the Executive Board.
- * Obtain the co-signature of the President on checks greater than \$100.00 in value.
- * Obtain approval from the CDCA general membership to write checks greater \$1,000.00 in value.
- * File all requisite federal and state financial reporting documents.

4. Secretary:

- * Maintain a detailed alphabetized list of CDCA general members with their known postal addresses, email addresses, and phone numbers.
- * Maintain detailed attendance records and minutes of all CDCA general association and special meetings.

5. At-Large Members:

- * Assist with the operations of the CDCA.

Section 3 Terms of Office:

The terms of office for the President, Vice-President, Treasurer, Secretary, and the At-Large Executive Board Members shall be two years.

Section 4 Elections:

A. The President, Secretary, and two (2) At-Large Members shall be nominated at the general association meeting in April and elected at the general association meeting in May. The Vice-President, Treasurer, and the remainder of the At-Large Members shall be nominated at the general association meeting in October and elected at the general association meeting in November.

B. Candidates for an Executive Board position can be presented at the general association election meeting in the corresponding month. Candidates that are unable to attend the election meeting may submit their name for that position to a current Executive Board member in advance.

C. Candidates shall present relevant information to the CDCA general association on election day.

D. In May, the President shall be elected first, the Secretary second, and two (2) At-Large Executive Board Members third. The Vice-President shall preside over the election of the President. In November, the Vice-President shall be elected first, the Treasurer second, and the remaining At-Large members third. Any person who loses an election can be nominated for later elections on the same day and may run for those as well. After all presentations have been given for a position, the general association shall vote by ballot to determine the winner of that election. For both elections, two (2) Executive Board members not up for election that day shall count the ballots.

Section 5 Removal from Executive Board:

Executive Board members may be removed from office by the CDCA using the same membership removal process outlined in Article II, Section 3. Some possible additional reasons: Not being active in their elected position, Conflict of interest, Not being fiscally responsible, Misuse of their position. In a case involving the possible removal of the CDCA President, the Vice-President shall preside over the meeting For this meeting two Executive Board members not involved shall count the ballots.

Section 6 Special Election:

Should an Executive Board Member position become vacant, nomination and elections shall be held at the next general association meeting.

Article V Policies:

Section 1 Independence:

The decisions and policies of the organization, shall not be controlled by any business, religious organization, government entity, or other organization, nor by any private individuals except its own members and executive board. The organization shall be free to contact for goods and services from vendors of its own choosing.

Article VI Indemnification:

The Executive Board of the CDCA shall be indemnified or reimbursed for approved expenses and liabilities. Expenses include counsel fees reasonably incurred by or imposed upon them in connection with any action or proceeding to which they may be a party to, or having been an Executive Board Member of the CDCA or with any settlement thereof, whether or not their term of service as an Executive Board Member has expired at the time liability for such expenses accrues, except in such cases wherein the Executive Board Member is adjudged guilty of malfeasance in the performance or omission of such duties as give rise to the subject action or proceeding. The

foregoing right of indemnification shall be in addition to the exclusive to all other rights to which such Executive Board Member may be entitled.

The volunteers of the Churchill Downs Community Association are not liable to the association or its members for breach of the volunteer Executive Board member's fiduciary duty, except in the following cases:

Section 1 Exceptions:

- A. Act or omission not in good faith or that involves intentional misconduct a knowing violation of the law.
- B. A violation of Section 551 of the Michigan Non-Profit Corporation Act.

Article VII Amendments:

Section 1 Procedure to amend the Articles of Incorporation or by-laws:

- A. Three Executive Board Members or five CDCA members in good standing must petition the Executive Board to amend its by-laws. This petition shall consist of petitioning members showing their support of any amendment or revision at a CDCA general association meeting, and the petitioning members explaining why they feel any amendment or revision is necessary. At the next general association meeting there shall be a reading of any amendment or revision followed by discussion. At the following meeting there will be a second reading and a vote. General association members shall be given advance notice of the time and place of the readings and the vote on of any proposed changes to the CDCA by-laws.
- B. Following the second reading of any proposed changes, a majority vote shall be held. For this vote, two (2) Executive Board members, not members of the amendment/revision committee, shall count the ballots.

Article VIII Possible Committees for Activities and Involvement:

- Christmas/Holiday Party
- Grants & Funding (Directed by Executive Board)
- Neighborhood Beautification
- Newsletter & Websites
- Raffle and/Or Snacks at General Association Meetings
- Spring Yard/Garage Sale
- Spring/Summer Picnic
- Summer Yard Clean Up Day
- Welcome Packets

Addendum:

Sergeant-at-Arms at a CDCA general meeting:

- * Be appointed to that position by the CDCA President or the presiding Board member
- * Maintain order at that meeting
- * Remind members of proper meeting etiquette (e.g.)
 - Be called on to talk
 - Keep comments polite and on topic
 - Speak clearly
 - Let other members have their time and turn
 - Listen to each speaker
 - No side conversations

Miscellaneous Information:

Executive Board meetings are the 2nd Tuesday of the month.

General Association meetings are the 3rd Tuesday of the month.

The June General Association meeting is the CDCA picnic,

The December Association meeting is the CDCA holiday potluck.

There are no meetings of the Executive Board or General Association meetings in January and July.

CDCA budget prepared and presented by the CDCA Executive Board

To consider cost of newsletters, websites, copying costs of minutes, agendas, etc.

Facebook: Churchill Downs Community Association

Facebook: Neighbors of Churchill Downs (Lansing, MI)

Website: churchilldownslansing.info