

Churchill Downs



Community Association

Bylaws

CHURCHILL DOWNS COMMUNITY ASSOCIATION

LANSING, MI

AMMENDMENTS TO BYLAWS

AS ADOPTED October 9, 2007

Article I

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 Churchill Downs Community Association, 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 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 Churchill Downs Community Association, and subscribes to the purposes of the organization.

Section 2: Status:

Members of the Churchill Downs Community Association shall have the right to vote and make motions on Churchill Downs Community Association matters, including association decisions and elections.

Article III Meetings:

Section 1. General Association Meetings:

A general association meeting for Churchill Downs Community Association members shall be held once every month. 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 bylaws. All meetings shall be conducted in accordance with the current edition of "Robert Rules of Order"

Section 2: Special Association Meetings:

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

Section 3: Cancellation:

General association meetings can be canceled by the Churchill Downs Community Association President, with the approval of the Executive Board.

Section 4: Notification:

- A. All members of the Churchill Downs Community Association shall be notified of special meetings at least 25 hours in advance of said meeting.
- B. All member of the Churchill Downs Community Association shall be notified of meeting cancellations at least five days in advance of scheduled meeting dates. PRECLUDING EMERGENCIES OR NATURAL DISASTERS.
- C. Agendas for all Churchill Downs Community Association meetings shall be available to all Churchill Downs Community Association members at the time of the monthly meeting.

Section 5: Quorum:

A Quorum shall consist of Churchill Downs Community Association members present.

Article IV Executive Board:

Section 1 Executive Board:

The Churchill Downs Community Association shall be governed by an Executive Board. This Executive Board shall consist of the following positions: President, Vice-President, Treasurer, Secretary, Parks and Recreation Chairperson, Neighborhood Improvement Chairperson, Law Enforcement/Public Safety Chairperson, Code Enforcement/Zoning and Building Codes Chairperson, Hospitality/Social and Public Relations Chairperson, Communications Chairperson, Community Ministers and Churches Chairperson, Fundraising Chairperson, and (3) At Large positions.

No more than one-third of the Executive Board shall be public officials or persons appointed by public officials, and at least one-third of the Board shall be residents of low-income neighborhoods, other low income community residents, or elected representatives of low-income neighborhood associations.

Section 2 Duties:

A. The Executive Board shall act for the general membership in accordance with its mission, bylaws, and rules. The Board shall give reports of its action at all general association meetings. Holding a minimum of six (6) meetings per year.

B. The respective Executive Board members shall have the following duties aside from serving as Board members.

1. President:

- Serve the Churchill Downs Community Association membership as its executive.
- Preside over all Churchill Downs Community Association meetings.
- Represent and communicate for the Churchill Downs Community Association.
- Co-sign checks greater than \$100.00 in value.
- Maintain the success of the Churchill Downs Community Association.

2. Vice-President

- Assume the executive duties in the absence of the President.
- Maintain the internal success of the Churchill Downs Community Association, its committees, and its general membership.

3. Treasurer

- Maintain the budgetary and financial matters of the Churchill Downs Community Association.
- Handle all funds of the Churchill Downs Community Association.
- 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 Churchill Downs Community Association general membership to write checks greater than \$1,000.00 in value.

4. Secretary

- Maintain a detailed alphabetized list of Churchill Downs Community Association general members.
- Maintain detailed attendance records and minutes of all Churchill Downs Community Association general association meetings.

5. Law Enforcement and Public Safety Chairperson

6. Code Enforcement /Zoning and Building Codes Chairperson

7. Parks and Recreation

8. Neighborhood Improvements

9. Hospitality/Social/Public Relations Chairperson

10. Community Ministers and Churches Chairperson

11. Communications Chairperson

12. Fundraising Chairperson

Section 3 Terms:

- A. The terms of office for the President, Treasurer, Secretary and two At Large Executive Members shall be one year. The terms of office for the committee chairperson shall be one year.
- B. The President, Vice-President, Treasurer, Secretary and two At Large Executive Member positions shall not be held by the same person for more than two consecutive years. There are no term limits for the committee chairperson positions.

Section 4 Elections:

- A. The President, Vice-President, Secretary and one At Large Member shall be elected at the general meeting in the month of June. The Treasurer and one At Large Member shall be elected at the general association meeting in November. Committee chairperson shall be elected at the general association in June.
- B. Candidates shall be nominated for positions for the June election at the general association meeting in May. Candidates shall be nominated for positions for November elections at the general association meeting in October.
- C. Nominated members shall present relevant information in oral speech form to Churchill Downs Community Association general association on their election day. In June, the President shall be elected first, Vice-President second, Secretary third, At Large Executive Member fourth, and two committee chairperson fifth and sixth. In November, the Treasurer shall be elected first, At Large Member second, and the two committee chairperson third and fourth. Any person who loses an election can be nominated for later elections of the same day and may run for those as well. After all speeches have been

given for a position, the candidate will vote by ballot and leave the meeting and the general association shall vote by ballot to determine the winner of the election.

Section 5 Removal from Executive Board:

Executive Board members may be removed from the office by the Churchill Downs Community Association using the same membership revocation process outlined in Article II, Section 2, Part C of these bylaws. In a case involving the possible removal of the Churchill Downs Community Association President, the Vice-President shall preside over the communication meeting provided in Article III, Section 2, Part C.

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 Committees

Section 1 Structure:

Eight Churchill Downs Community Association committees exist. Every member of the Churchill Downs Community Association is encouraged to participate in at least one of the committees.

Section 2 Purposes:

Law Enforcement and Public Safety

- Police, association and neighborhood communication
- Drug Traffic
- Violence
- Noise
- Review and recommend traffic control concerns
- Street lights
- Road Signs
- Phone Tree System
- Identify Neighborhood Watches in Churchill Downs Community Association
- Generate member involvement

Code Enforcement /Zoning and Building Codes

- Code enforcement, association and neighborhood communication
- Junk cars
- Parking
- Junk and trash
- Uncut grass
- Neglected structures and fencing
- Illegal uses, etc.
- Generate member involvement

Parks and Recreation

- Communication with city hall/parks and recreation regarding Master Plan Progress
- Communication with neighborhood advisory board
- Review and recommend improvements on existing parks
- Stay informed of park activities
- Communicate activities to newsletter/website
- Grants and funding
- Planning and budget
- Generate member involvement

Neighborhood Improvements

- Spring and fall clean-up beautification with youth involvement
- Block grant money
- Streets and roads (street signs)
- Historical preservation
- Vacant land
- Zoning changes
- Special land use
- Generate member involvement

Hospitality/Social and Public Relations

- Set up social events
- Entertainment
- General meetings
- Annual picnic
- Block parties
- Meet and greet
- Welcome packets
- Business merging with community
- Generate member involvement

Community Ministers and Churches

- Association Chaplain-2 year term limit
- Identify other churches and ministers
- Provide a listening ear for possible one-on-one meeting
- Youth ministries
- Prayer support
- Provide facilities
- Conflict mediation
- Volunteer support
- Be a moral voice
- Generate member involvement

Communications

- Create quarterly newsletter

- Articles-school, church, parks, etc.
- Sponsors/advertisement
- Duplication
- Coordinate payment
- Distribution-monthly meetings, organize member delivery, website, etc
- Update website as needed
- Articles-school, church, police, etc.
- Classified Ads
- Generate member involvement

Fund Raising

- Board planning budget
- Churchill Downs Community Association items (t-shirts, etc)
- Sponsors/advertisements
- Raffle
- Bake Sale
- Craft Sale
- Car wash
- Rummage/Yard Sale
- Toy Drive
- Grant Writing
- Generate member involvement

Article VI 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 VII Indemnification:

The Executive Board of the Churchill Downs Community Association shall be indemnified or reimbursed for expenses and liabilities by the Churchill Downs Community Association. 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 Churchill Downs Community Association 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:

- 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 (1) of the Michigan Non-Profit Corporation Act.

Article VIII Amendments:

The Articles of Incorporation or bylaws shall be amended only by the following process:

- A. Three Executive Board Members or five Churchill Downs Community Association members in good standing must petition the Executive Board to amend its bylaws. This petition shall consist of all petitioning members showing their support of the amendment at a Churchill Downs Community Association general association meeting, and the petitioning members, explaining, specifically, why they feel this amendment is necessary, followed by a reading, and a discussion of the proposed amendment.
- B. A vote may be held after the discussion following a second reading, having given advance notice to all members in good standing, followed by a majority vote of those attending the meeting if a quorum is present.