

First Amended and Restated Bylaws of The Brush Park Neighborhood Association



ARTICLE I – NAME AND INCORPORATION

Section 1. Name The name of the organization shall be The Brush Park Neighborhood Association (BPNA).

Section 2. Incorporation

The BPNA is incorporated as a nonprofit corporation in the State of Michigan pursuant to the Michigan Nonprofit Corporation Act of 1982 (as amended), with Articles of Incorporation filed accordingly.

Section 3. Principal Office

The principal office of the Association for mailing and official correspondence shall be located at: 4501 Woodward Ave., Suite 101-B, Box 114, Detroit, MI 48201.

ARTICLE II – PURPOSE

The Brush Park Neighborhood Association (BPNA) is organized (application pending) exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

BPNA's mission is to enhance the quality of life for Brush Park residents by advocating for their needs to the City of Detroit and other relevant entities, with a focus on community communication, beautification, public safety, and civic engagement.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, officers, directors, or other private individuals, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

The organization may engage in nonpartisan civic engagement, public education, and limited lobbying efforts in support of legislation or public policy that furthers its charitable and educational purposes, provided such activities do not constitute a substantial part of its overall operations and remain within the limits permitted under Section 501(c)(3) of the Internal Revenue Code. The Board may elect to have the organization's lobbying activities measured under the expenditure test provided by Section 501(h) of the Internal Revenue Code.

The organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

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Notwithstanding any other provision of these Articles, the organization shall not conduct any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

Membership is open to:

1. Residential property owners within the boundaries of Mack Avenue to the north, I-75 Service (Fisher) Drive to the south, Beaubien Street to the east, and Woodward Avenue to the west. Additionally, membership is open to those owning residential property within the area from Wilkins Street to the north, I-75 Service (Fisher) Drive to the south, I-375 Service (Chrysler) Drive to the east, and Beaubien Street to the west. If requested, owners may need to provide proof of residency.
2. Renters who reside within the same boundaries and have lived in Brush Park for at least three (3) continuous months may apply for membership. If requested, renters may need to provide proof of residency, such as a letter from their landlord or property management, to be eligible.
3. *Exception Requests:* Renters who are unable to provide proof of residency length or have any extenuating circumstances, such as military service, may apply directly to the Board for an exception.

Section 2. Voting Rights

Each member in good standing shall be entitled to one vote on all matters presented for a vote.

Section 3. Membership Dues

Membership dues, if any, shall be determined annually by the Board of Directors. Dues may apply to Board officers only and/or general members, provided that general members are not required to pay dues unless Board officers are also subject to them. CDC liaison members are excluded from dues due to their similar obligations to the CDC.

Section 4. Membership Removal

General members may be removed by a majority vote of the board for disruptive conduct, harassment, failure to remain in good standing (e.g., failure to pay dues, noncompliance with organizational rules, or conduct harmful to BPNA's reputation), or actions contrary to BPNA's mission. Banned members may not reapply for membership for three years. All decisions are final and take effect immediately.

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ARTICLE IV – BOARD OF DIRECTORS AND OFFICERS

Section 1. Composition and Officers

The Board of Directors shall consist of:

- Five (5) elected officers: President, Vice President, Treasurer, Secretary, and Member at Large.
- Two (2) elected liaison positions designated by the Brush Park Community Development Corporation (CDC), dependent on reciprocal arrangements by the CDC.

Section 2. Eligibility

Board members must own residential property in Brush Park, use it as their primary residence, and must not qualify under any other criteria (e.g., business ownership or external affiliations). CDC liaisons must meet BPNA membership requirements and represent BPNA as residents of Brush Park only, without consideration of business ownership or other external affiliations.

Section 3. Terms

Officers shall serve three-year terms. To ensure staggered continuity, the President and Treasurer shall be elected for an initial two-year term, after which they will be elected to three-year terms. The first elected terms for all positions shall begin as of October 2024.

Section 4. Duties

- **President:** Leads meetings, represents BPNA externally, and ensures Board decisions are implemented.
- **Vice President:** Assists the President and presides in their absence.
- **Treasurer:** Manages financial records, reporting, and transactions.
- **Secretary:** Maintains meeting minutes and official correspondence.
- **Member at Large:** Supports the Treasurer or Secretary as required.
- **CDC Inter-Organization Board Member #1:** Liaison Member with voting privileges
- **CDC Inter-Organization Board Member #2:** Liaison Member with voting privileges

Section 5. Removal of Board Members

Board members must remain in good standing by adhering to BPNA's rules, fulfilling their duties, and upholding the organization's reputation. A Board member may be removed by a majority vote of the remaining Board members for failure to pay dues, noncompliance with organizational rules, misconduct, conduct harmful to BPNA's reputation, conflicts of interest, disruptive behavior, harassment, or failure to fulfill their duties effectively. Absenteeism is also grounds for removal and is defined as missing three consecutive Board meetings or more than four total meetings within a calendar year without prior notice.

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Section 6. Executive Committee

The Executive Committee shall consist of the President and any other officers the President chooses to include. The President may delegate the authority to select additional committee members to the Vice President either permanently or for specific matters as needed. The Executive Committee is empowered to act on behalf of the Board of Directors between regular board meetings, subject to later ratification by the full board at its next meeting. The Executive Committee shall meet as needed and will report all actions taken to the full board for approval.

Section 7. Nomination of Directors

Nominations for directors may be made by any current officer of the organization and submitted in writing to the Secretary up to 90 days prior to the election. Additionally, any general member may nominate a candidate up to 90 days before the election, provided that the nominee meets the eligibility criteria established for officers. All nominees must be residential property owners within the neighborhood boundaries and must use this property as their primary residence. All nominations must include a brief description of the candidate's qualifications and the reason for their nomination. These details will be distributed to all members at least 45 days before the election to ensure informed decision-making.

ARTICLE V – MEETINGS

Section 1. Regular Meetings

General membership meetings shall be held biannually or as deemed necessary by the Board.

Section 2. Annual Meeting

The annual meeting, open to all members, shall be held in October each year or as close as practicable. If circumstances prevent the meeting from occurring as scheduled, the Board shall determine an appropriate alternative date. Elections will be conducted, and officers and committees will present their reports.

Section 3. Board Meetings

Board meetings shall occur quarterly. A quorum of three (3) Board members is required for decisions. Meetings may be held in person or remotely, and remote participants shall count toward quorum requirements if they are able to actively participate via approved methods such as video conferencing or phone.

Section 4. Special Meetings

Special meetings may be called by the President at any time or by 10% of the membership with at least five (5) days' notice.

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Section 5. No Private Recordings Clause

Unauthorized private recordings of meetings are strictly prohibited. General members violating this rule are subject to immediate removal and banning. Board members violating this rule are subject to removal through the established Board removal procedures.

ARTICLE VI – COMMITTEES

Section 1. Standing Committees

Standing committees may be established to address Communication, Beautification, Safety, and other needs. Committees operate under the authority of the Board and may include members appointed by the Board or those who request to join or propose a committee.

Section 2. Ad Hoc Committees

Ad hoc committees may be created by the Board to address specific issues or needs. Members may serve on these committees through appointments or by expressing interest directly to the Board.

Section 3. Financial Committee

A Financial Committee, chaired by the Treasurer, may be established by the Board as needed to oversee the organization's financial policies, budgeting, and financial reporting.

ARTICLE VII – AMENDMENTS

Amendments may be proposed by any BPNA board officer. Only board officers may vote on amendments. A simple majority is required.

ARTICLE VIII – INDEMNIFICATION

The organization shall indemnify and hold harmless any director, officer, or volunteer from and against any claims, liabilities, settlements, and expenses in connection with their services for the association, provided that such service was conducted in good faith and did not involve acts of gross negligence or willful misconduct. The organization is required to maintain Directors and Officers (D&O) liability insurance to cover board actions and protect the financial stability of the organization and its board members.

ARTICLE IX – FINANCIAL OVERSIGHT

The Treasurer shall be responsible for maintaining accurate and complete financial records of the organization. All financial dealings shall be conducted transparently and reported to the Board and general membership on a regular basis.

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An external financial review by a committee appointed by the Board is encouraged annually and should occur at least once every three (3) years. This review may include an examination of budgets, expenditures, receipts, and account reconciliations.

A formal external financial review or audit by an independent party is strongly encouraged every seven (7) to ten (10) years, or at the discretion of the Board, based on the size and complexity of the organization's financial activity at that time.

ARTICLE X – VOTING PROCEDURES

General members may vote on community matters when such issues are presented by the Board. Board members vote on internal Board matters and organizational decisions. Only Board officers may vote on officer elections and proposed bylaw amendments. All votes, unless otherwise specified, shall be decided by a simple majority of those present once quorum has been established.

ARTICLE XI – OPERATIONAL LIMITATIONS AND ADVOCACY

The organization shall not participate in any activities or exercise any powers that are not in furtherance of its charitable and educational purposes, as defined by Section 501(c)(3) of the Internal Revenue Code. The organization may engage in nonpartisan advocacy and limited lobbying activities that directly support its mission, provided such activities do not constitute a substantial part of its overall operations. The organization shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XII – DISSOLUTION CLAUSE

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIII – CONFLICT OF INTEREST POLICY

The organization shall adopt a conflict of interest policy to ensure that its directors, officers, and employees act in the best interests of the organization and comply with all applicable legal requirements. All board members and officers must disclose any potential or actual conflicts of interest, which shall be reviewed on an annual basis. The policy shall include procedures for addressing such conflicts, including mandatory recusal from related discussions and decisions. Each board member shall annually review and acknowledge the conflict of interest disclosure policy. The Board shall review and document any disclosed conflicts, and any conflicted members shall recuse themselves from all relevant decisions in accordance with the policy.

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ARTICLE XIV – WHISTLEBLOWER POLICY

The organization shall adopt a whistleblower policy to protect directors, officers, volunteers, and members who in good faith report suspected violations of organizational policy, financial impropriety, or legal noncompliance. No individual who makes such a report shall suffer harassment, retaliation, or adverse consequences. All reports will be reviewed and investigated as appropriate by the Board or a designated committee.

ARTICLE XV – NON-DISCRIMINATION POLICY

The Brush Park Neighborhood Association (BPNA) does not and shall not discriminate on the basis of race, color, religion (creed), national origin (ancestry), ethnicity, gender, age, disability, marital status, sexual orientation, military status, socioeconomic status, or any other characteristic protected by federal, state, or local law in any of its activities or operations.

These activities include, but are not limited to, selection of volunteers and vendors, provision of services, participation in programs, and involvement in leadership or membership roles. The association is committed to providing an inclusive and welcoming environment for all members, volunteers, board members.

ARTICLE XVI – DEFINITIONS

For the purposes of these Bylaws, the following terms are defined as follows:

- **BPNA** – The Brush Park Neighborhood Association.
- **Board** – The elected officers and CDC liaison members who manage the affairs of BPNA.
- **Member** – Any individual who meets the eligibility requirements in Article III and is in good standing.
- **Good Standing** – A member who follows the rules, pays any required dues, and has not been suspended or removed.
- **Quorum** – The minimum number of members or officers needed to conduct official business, as defined in the relevant section of these Bylaws.
- **Remote Participation** – Participation in meetings by phone, video, or other approved digital methods.
- **CDC Liaison** – A representative from the Brush Park Community Development Corporation serving on the BPNA Board.
- **Conflict of Interest** – A situation where a Board member's personal or financial interests could affect their judgment or actions related to BPNA business.
- **Digital Tools** – Online platforms used for communication, meetings, or voting (e.g., email, video conferencing, survey tools).