

Buccaneer Bay Neighborhood Association, Inc.

Proposed Bylaws

The residents of the Buccaneer Bay Neighborhood, in order to come together for shared purpose and neighborhood cohesiveness, hereby declare the existence of a voluntary neighborhood association upon the following terms and rules of operation.

Article I. Name and Office

- A. The organization shall be a non-profit corporation, organized according and pursuant to the laws of the State of Nebraska. The legal name of the organization shall be "The Buccaneer Bay Neighborhood Association, Inc.," though it will commonly be known and referred to as "The Buccaneer Bay Neighborhood Association" (hereinafter, the "Association").
- B. The principal office of the Association shall be the residential address of the current treasurer of the Association.

Article II. Boundaries and Purpose

- A. The boundaries of the Association shall be defined as follows: all real property within Buccaneer Bay, [a subdivision as surveyed, platted and recorded in Cass County, Nebraska \(herein referred to as "Buccaneer Bay"\)](#).
- B. The Association is formed for civic, non-profit purposes. In order to fulfill the Association's purpose, the Association shall:
 - 1. Promote activities that further the welfare of the neighborhood
 - 2. Provide timely information to its membership regarding activities that may impact the quality of life within the association.
 - 3. Encourage the active participation of members by providing an open process as to allow all members of the neighborhood to involve themselves in the affairs of the neighborhood.
 - 4. Support and protect the unique character and integrity of the neighborhood.
 - 5. Provide and promote programs, services, and activities aimed at encouraging connections between neighbors and fostering civic involvement in our community.
 - 6. Encourage crime prevention by promoting the "Neighborhood Watch" program.

Article III. Powers

- A. The Association shall have all powers granted by Nebraska law. It shall also have the power to undertake, either alone or in partnership with others, any lawful activity

that may be necessary or desirable for the furtherance of any or all purposes for which the Association is organized.

- B. The Association may invest assets secured by the Association and services provided by the Association resulting in development as program-related investments. Any returns from such investment shall be used by the Association for:
 - 1. Ongoing operational funding; or,
 - 2. Reinvestment in additional development projects. No portion of the returns will inure to the benefit of any member, member of the Board of Directors, officer, or staff member of the Association.

Article IV. Membership

- A. Membership in the Association is voluntary and shall be open to all residents, property owners or businesses within the Buccaneer Bay neighborhood.
- B. A Voting Member shall be a household or business within the boundaries of the neighborhood. Each household or business within the neighborhood shall be entitled to one vote.
- C. Funds may be solicited based on the needs of the Association. In addition, anyone may donate towards the costs of the Association activities.

Article V. Nominations, Elections, and Board of Directors

- A. Nominations for the Board of Directors may come from any member, and may be received by the Board of Directors in writing no sooner than one (1) month prior to the annual meeting, though nominations may also take place orally at the annual meeting.
- B. The voting members of the neighborhood association shall elect a Board of Directors. **The Directors must be at least 18 years of age.**
- C. There will be a minimum of six (6) and a maximum of ten (10) members of the Board of Directors.
- D. The officers of the Association shall be elected by the Board of Directors from the membership of the Board of Directors and shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer. The Board of Directors and officers of this association shall hold office for a term of one (1) year.
- E. Election of officers shall be held by the Board of Directors within fourteen (14) days of the annual meeting.

- F. Upon election of the officers all documents, records, and any materials pertaining to the duties of the office as designated in the bylaws which are in the possession of the outgoing officers shall be submitted to the newly elected counterpart within seven (7) days of said election.
- G. The duties of the officers of the association will be:
1. The Chairperson shall call and preside at all meetings, shall act for and in behalf of the membership of the association, shall appoint any special committees necessary for the operation of the association business, and shall act as official spokesperson for the association.
 2. The Vice Chairperson shall, in the absence of the President, assume all of the duties of that office and shall be responsible for publicity and notifications of meetings of the association.
 3. The Secretary shall keep a permanent record of all formal meetings and all legal documents and legal transactions of the association. The secretary shall transcribe the minutes of each meeting and shall maintain a file copy of same.
 4. The Treasurer shall keep all financial receipts and a permanent record of all financial business of the association. An up-to-date financial report shall be submitted at each meeting.
- H. Any officer may be removed from office for cause at any meeting by 2/3 of the membership present and voting, providing that notice has been furnished to the membership by mail, email or any available means at least seven (7) days before the meeting convenes.
- I. When necessary, vacant offices may be filled at any meeting by the Board of Directors for the unexpired portion of the term.
- J. When necessary, vacant seats of the Board of Directors may be filled by election at any meeting, by a majority vote of the voting members present and voting, provided that notice of such election has been furnished to the membership by mail, e-mail, or any available means at least seven (7) days before the meeting convenes

Article VI. Meetings and Organization

- A. The annual meeting of the Association membership shall be held during the month of September or such other time as the Board of Directors may determine. Members shall be notified by mail, e-mail, or any available means at least seven (7) days before an annual meeting may convene. Election of the Board of Directors will be held at this meeting. Each voting household or business shall be entitled to one vote at the annual meeting. There shall be no voting by proxy or mail.

- B. Regular Meetings of the general membership of the Association shall be held monthly, as set by the Board of Directors. Members shall be notified of the meeting by mail, e-mail, or any available means at least seven (7) days before a regular meeting may convene.
- C. Special Meetings may be called by the Board of Directors. A special meeting may also be called by a petition signed by ten (10) or more voting members of the Association. Members shall be notified of the agenda by mail, e-mail, or any available means at least seven (7) days before a special meeting may convene.
- D. The voting members present shall constitute a quorum. All issues shall be decided by a majority vote of the voting members present at the meetings.
- E. All meetings shall be public and open to any interested persons.
- F. The fiscal year of the Association shall be according to the calendar year.

Article VII: Bank Account

- A. The funds of the Association shall be deposited in such banks, trust funds, or depositories as the Board of Directors may designate and shall be withdrawn upon the signatures of any two (2) of the authorized officers and/or upon the signatures of such other person or persons as the Board of Directors shall specifically authorize in a particular situation.

Article VIII: Amendments

- A. These bylaws may be amended by a 2/3 majority vote of the voting members present.
- B. Proposed amendments shall be made available to all members at least seven (7) days in advance of the meeting where action is to be taken or shall be read at the presiding meeting.

Article IX: Indemnification

The Association shall indemnify any officer or member of the Board of Directors, or former officer or member of the Board of Directors, including his/her heirs, assigns, and successors, for any and all judgments, settlement amounts, and/or attorneys' fees and litigation expenses, incurred by him/her by reason of his/her having been made a party to litigation due to his/her capacity or good-faith actions as an officer or member of the Board of Directors of the Association. The Association may advance expenses where appropriate. Payments of indemnification must be reported at the next annual meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these bylaws. The rights of indemnification are not exclusive. An officer or member of

the Board of Directors is not entitled to indemnity if the cause of action is brought by the Association, itself, against the officer or member of the Board of Directors, or if it is determined by a court of competent jurisdiction that the officer or member of the Board of Directors was derelict in the performance of his/her duties, or had reason to believe his/her action was unlawful. Further, an officer or member of the Board of Directors is not entitled to indemnity for intentional torts or fraudulent actions of any kind. No member of the Board of Directors, trustee, or any uncompensated officer of the Association shall be personally liable to the Association or its members for monetary damages for conduct as a member of the Board of Directors, trustee, or any uncompensated officer, provided that this Article shall not eliminate the liability of a member of the Board of Directors, trustee, or any uncompensated officer for any act or omission that was taken not in good faith or that constitutes fraudulent activity.

Article X: General

- A. The rules in the current edition of Robert's Rules of Order shall govern the association, the Board of Directors, and all subcommittees in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any special rules that the association may adopt.
- B. If any part of these Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.

Article XI: Ratification

Acceptance of these Bylaws shall require a two-thirds majority vote of those present at a general or special meeting.

It is hereby certified that these By-Laws were adopted by the membership of the Association at a duly-called meeting on the _____ day of _____, 2008.

Secretary Pro-tem: _____