



SUNSET NEIGHBORHOOD ASSOCIATION

BYLAWS

UPDATED OCTOBER 2022

ARTICLE I. GENERAL PLAN OF OWNERSHIP

APPLICATION

SECTION 1.

All people who choose to be a member of the Association are subject to the regulations set forth in the Bylaws of the Association.

BOUNDARY

SECTION 2.

The boundary is as so depicted on the attached map, Attachment A. The Association is bound on the North by Hill Road, on the South by State Street, to the East by 28th Street, and to the West by 36th Street.

ARTICLE II. MEMBERSHIP

ELIGIBILITY

SECTION 1.

Membership is open to residents, property owners, renters, business licensees, and representatives of nonprofit organizations located within the Association boundaries. In no event shall any person be eligible for more than one membership. Membership may be terminated by resignation and shall terminate once for anyone who ceases to reside, own property or conduct business within the boundaries of the Association.

DUES

SECTION 2.

Dues are not required for membership or voting the the Association. Voluntary contributions, or other sources as authorized by thee Board of Directors, may be used as an income source for the Association. Any income realized by the Association will be used to pursue the purposes of the Association. No Board member will receive an income.

VOTING

SECTION 3.

For purposes of voting, signing name and address shall evidence membership. Each member shall be entitled to one vote. There shall be no voting by proxy or absentee vote. Except as otherwise noted, a simple majority vote is needed to adopt any action.

AUTHORITY

SECTION 4.

No member, including any member of the Board of Directors whether acting individually or for the Board, may represent to any public agency, the media, or other person or entity whatsoever that the represent the Association or the view or desires of the Association unless such member of the Board of Directors and the essential content of the representations made by such member, has specifically been authorized by vote of 23 of the Board of Directors and be so documented. A member of the Board or Directors may identify themselves at a public meeting as a member of the Sunset Neighborhood Association Association Board of Directors, but without giving an official opinion on behalf of the Board of Directors if not authorized to do so by the above authority. They may also provide a personal opinion or a personal summary of a Board of Directors meeting but not an official Neighborhood Association opinion without a vote of the Board of Directors as listed above.

ARTICLE III. MEETINGS

PARTICIPATION

SECTION 1.

All meetings are open to any person.

CONSENT

SECTION 2.

Any member who fails to attend any properly noticed meeting shall be deemed to have consented to whatever action transpires at such meeting unless specific objection in writing is lodged with the Board of Directors within (5) calendar days. It shall be the duty of all absent members to acquire from the Secretary or other Board of Directors, any and all decisions or actions that occurred at any and all meetings.

PLACE TO MEET

SECTION 3.

All meetings, whether regular, special, or annual shall be held at a suitable location within the Association or as close thereto as is reasonably practical, considering the distance, suitability of facilities, and cost, if any. When practical, public meeting places such as libraries and schools are preferred.

AGENDA

SECTION 4.

Any member of the Association may add any discussion item to the agenda of any meeting by submitting the item in writing, to any member of the Board of Directors. The President of the Association shall prepare the agenda, and provide it to the Secretary to attach to the meeting notice.

ANNUAL MEETING

SECTION 5.

There shall be at least one (1) general membership meeting yearly. The Annual Meeting shall occur in October, unless the Board makes an announcement otherwise. Business to be covered at the Annual Meeting shall include a report on activities of the previous year, and planned activities for the coming year. Actions which may occur include:

- 1) Election of Board of Directors and Officers
- 2) Discussion of items placed on the agenda by a member
- 3) Actions listed under Article III, Section 6, as a Special Meeting.

SPECIAL MEETINGS

SECTION 6.

Special Meetings of the general membership may be held, at the call of either

- 1) the President
- 2) A vote of 2/3 of the Board of Directors
- 3) 150 members of the Sunset Neighborhood Association as necessary to further the purpose of this Association.

Actions which may occur include:

- 1) Amending the Association's Articles and Bylaws. Members of the Association must be notified of proposed bylaws amendments at least five (5) calendar days in advance of the meeting at which they would be considered.
- 2) Voting to remove an Officer or Board of Director
- 3) Election of Board of Directors and Officers if there's a lack of quorum at the Annual Meeting
- 4) Discussion of items placed on the agenda by a member
- 5) Voting on a grievance
- 6) Creating an Association Sub-District and representation.

NOTICE

SECTION 7.

Notice of time, place and agenda of each general membership meeting shall be given to the Association by mailing, electronic means, or by internet to such member, at least seven (7) days prior, or hand delivered at least five (5) days prior to said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon paid.

MEMBERS QUORUM

SECTION 8.

In the case of the Annual Meeting or a Special Meeting of the general membership, a quorum shall be in effect when at least twenty-five (25) members, including the President or their representative Guest Member, as outlined in Article IV, Section 4, are present. If a quorum is not present, then those present may take informal action, but any

communication regarding that action shall state the lack of a quorum unless the action is ratified at a subsequent meeting at which a quorum is present. The act of a majority of the general membership when a quorum as described above is present shall be the act of the Association.

MONTHLY BOARD MEETINGS

SECTION 9.

The Board of Directors may meet monthly, except in August and December, in accordance with a schedule established at the Annual Meeting. The general membership is encouraged to attend these meetings. Actions which may occur include:

- 1) Establishing a Committee
- 2) Selecting the date and time of the Annual Meeting.
- 3) Authorizing fund sources for the Association
- 4) Filling a vacancy during an Officer's term
- 5) Discussion of items placed on the agenda by a member

For the monthly board meetings, no further notice other than the dates announced at the Annual Meeting are required, unless those dates are subsequently changed. Then, the full notice procedure as outlined in Article III, Section 7 shall be followed.

MONTHLY BOARD PLANNING SESSIONS

SECTION 10.

The Board may choose to hold monthly planning sessions. The purpose of the meetings will be to advise the Board of new business, reports from standing Committees, and to develop the Agenda for the monthly Board Meetings of general membership. These meetings will be scheduled at the availability of the board. Notification of this meeting will be by most convenient method available, including electronic means. This meeting will not be used for decisions that should be made by the general membership at monthly meetings, the Annual Meeting, or Special Meetings, as noted above.

BOARD QUORUM

SECTION 11.

In a meeting of the Board of Directors, a quorum shall be in effect when at least fifty percent of the Board of Directors, including the President or their representative Guest Member, as outlined in Article IV, Section 4, are present. If a quorum is not present, then those present may take informal action, but any communication regarding that action shall state the lack of a quorum unless the action is ratified at a subsequent meeting at which a quorum is present. The act of a majority of Directors at a meeting when a quorum as described above is present shall be the act of the Association. Refer to Article II, Section 4 and Article IV, Section 1 for accountability to the general membership.

ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS

BOARD

SECTION 1.

The Board of Directors shall consist of not less than three (3) individual and not more than ten (10), each of whom at all times shall be a member of the Association. The Board of Directors shall be elected by Neighborhood Association members of candidates nomination from the Neighborhood Association members. The affairs of the Association shall be managed by a Board of Directors in the interim between general meetings of members. The board shall be accountable to the membership, shall seek the view of those affected by any proposed policies or reactions in a public meeting format before adopting any recommendation on behalf of the association, and shall strictly comply with these Bylaws.

OFFICERS

SECTION 2.

The elective Officers of the Association shall be President, Vice President, Secretary, and Treasurer. The Secretary and Treasurer may be one individual. Officers, communicating on behalf of the Association, may only do so in accordance with Article II, Section 4.

PRESIDENT - The President shall prepare the agenda, facilitate meetings and be the primary representative of the Association at public meetings of the Association or of local government. They shall perform all other duties usually pertaining to the office of President. No member of the Board of Directors may be elected President unless they have served for at least one (1) year on the Board of Directors.

VICE PRESIDENT - In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all restriction upon the President. No member of the Board of Directors may be elected Vice President unless they have served for at least one (1) year on the Board of Directors.

SECRETARY - The Secretary shall keep and publish minutes of meetings, see that all notices are duly given in accordance with the provision of the Bylaws, be custodian of the Association records, keep a register of the post office address of each active member in the "Official Membership List", keep a register of committee membership, and in general perform all of the duties incident to the office of Secretary.

TREASURER - The Treasurer shall have charge of all Association funds, deposit them in an account in the name of the Association, make a complete financial statement at the Annual Meeting and, with the other officers, review the books annually. They shall perform all other duties usually pertaining to the office of Treasurer.

ELECTION

SECTION 3.

The Board of Directors shall be elected by Association members at the Annual Meeting. No member of the Board of Directors may be elected President or Vice President unless they have served for at least one (1) year on the Board of Directors. Any member is eligible to run and may be nominated by any other members or by their self. Board members shall have a two (2) year term that is renewable upon re-election. Officers shall be elected by the members of the Board of Directors for one year terms and such term shall begin immediately after their election. The duties of the Officers shall be as provided in these Bylaws and as may be assigned to them by the Board of Directors, if not so stated herein. A vacancy in any Officer position or a vacancy in any general Board of Director position because of resignation, removal, disqualification, or otherwise, may be filled by appointment by the Board of Directors at any official Board of Director meeting for the unexpired portion of the term.

BOARD MEMBER ATTENDANCE

SECTION 4.

In the event a member of the Board of Directors is unavailable to attend a general membership meeting, that board member must send a representative from the alternate member list to attend as a "Guest Member". The board member must notify an Officer of the name of the Guest Member. The Guest Member will assume voting rights of the absent Board Member. If the Board Member fails to provide a Guest Member, the absence will be considered unexcused.

A Board of Directors Member who has two (2) unexcused absences for consecutive meetings or three (3) per year shall automatically be removed from the Board of Directors.

REMOVAL

SECTION 5.

Removal of an officer may occur at a special meeting called and properly noticed for that purpose, by the affirmative vote of a two-thirds (2/3) vote of the Board of Directors.

VACANCIES

SECTION 6.

A vacancy in any Officer position or a vacancy in any general Board of Director position because of resignation, removal, disqualification, or otherwise, may be filled by appointment of the Board of Directors at any official Board of Directors meeting for the unexpired portion of the term.

ARTICLE V. COMMITTEES

ORGANIZATION

SECTION 1.

At the request of any member, a Committee may be established by the Board of Directors. Members of a Committee shall work in unison to achieve the purposes of the committee, and may be comprised of any Association member who desires to be part of said Committee. Appointments to a Committee are not permitted. Committees shall make recommendations to the Board of Directors.

STANDING COMMITTEES

SECTION 2.

The Association shall have at least three (3) committees:

1) **PUBLIC AGENCY COMMITTEE** - The purpose of this Committee is to monitor meetings, agendas, and actions of public agencies and commissions, including but not limited to the Ada County Highway District, Ada Planning Association, and Boise City. It shall also be the purpose of this Committee to participate in ongoing dialogues with developers, the City, or County regarding development projects. After receiving general direction from the Association, this Committee is authorized to speak on behalf of the Neighborhood Association, and empowered to negotiate, with the Association understanding that negotiations are a dynamic process and that the details of the original Association position may need to be modified by this committee in order to achieve the Association's most important underlying principles. When providing general direction to this Committee it is the general membership's responsibility to outline what those underlying principles are, allowing the Committee some latitude in the details of how those underlying principles may be achieved so that the Committee may work with them in the best ways possible.

2) **NEIGHBORHOOD INVESTMENT COMMITTEE** - The purpose of this Committee, in part, is to apply for neighborhood reinvestment funds. The Committee's purpose is not limited to seeking funding from the City's Neighborhood Investment Program, but may explore the multiple ways the neighborhood may be invested in, both by the neighborhood itself, and other organizations. Aspects of this Committee's responsibilities include identifying eligible projects, to establish a project election procedure, to ensure the the Association's project manager for each project is clearly identified. Given the financial implications of this Committee, this Committee shall always include either the President or the Treasurer, or both, as a member.

3) **GRIEVANCE COMMITTEE** - The purpose of this Committee is to receive complaints and promptly recommend specific actions to the Board of Directors.

POTENTIAL COMMITTEES

SECTION 3.

Committees including but not limited to the following may be formed:

1) **EVENTS COMMITTEE** - The purpose of this Committee is to bring the people of Sunset Neighborhood together in fun, informal ways so that they may get to know each other.

It is these informal meetings and activities that often form the foundation of the strongest communities and Neighborhood Associations.

2) **NEIGHBORHOOD PLANNING COMMITTEE** - The purpose of this Committee is to conduct neighborhood planning in the manner described in the official "Neighborhood Planning Guide" of Boise City.

ARTICLE VI. GRIEVANCE PROCEDURES

ELIGIBILITY

SECTION 1.

A member of the Association adversely affected by an action of the Board of Directors may submit in writing a complaint to any member of the Grievance Committee. Such complaints shall be provided in writing with five (5) calendar days of the meeting where such action took place.

RESOLUTION

SECTION 2.

Within five (5) calendar days of receipt of the complaint, the committee shall arrange with the complainant a mutually acceptable place, day, and hour for a review of the complaint, and will, within five (5) calendar days of such meeting, communicate a recommended resolution and/or action, of the grievance to the complainant and each member of Board of Directors. The Board of Directors shall hold a special meeting within five (5) calendar days of the postmarked letter from the Grievance Committee to determine whether or not the Committee's recommendation is acceptable to the Board of Directors or complainant.

FINAL

SECTION 2.

If the Board is unable to resolve the grievance, then the final resolution of the complaint shall be by vote of the membership at a Special Meeting of the membership. The Board shall be obliged to call this meeting.

ARTICLE VII. AMENDMENTS**SECTION 1.**

These Articles of Association, Bylaws, and any attachments hereto, may be altered, amended, or rescinded, or new Bylaws may be adopted. Such changes may occur by the affirmative vote of two-thirds (2/3) of the members of record present at the Annual Meeting or at a Special Meeting, as outlined in Article III, Section 6.

ARTICLE VII. ADOPTIONS OF ARTICLES OF ASSOCIATION AND BYLAWS

The undersigned , being a majority of the members present at the meeting of the Association held 10/12/2022, do hereby certify that the within and foregoing Articles of Association and Bylaws constitute the Articles of the Sunset Neighborhood Association.

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ATTACHMENT A. DEPICTION OF BOUNDARY

