



The Riverside Neighborhood Association, Inc.

BYLAWS

ARTICLE I. NAME, PURPOSES, AND PRINCIPAL OFFICE

SECTION 1.1. *Name and Purposes.* The name and purposes of The Riverside Neighborhood Association, Inc. (the Corporation, the Association, RNA) are set forth in the Articles of Incorporation.

SECTION 1.2. *Principal Office of the Corporation.* The principal office of the Corporation shall be located within the boundaries of the Association as designated by the Board of Directors.

SECTION 1.3 *Boundaries.* The Association shall include the area bounded by the North side of the MARC/CSX railyard, to the East side of Light St., to the South side of E. Fort Ave., to the East side of Covington St., to the South side of E. Cross St., to the Southwest side of Key Highway, to the West side of Lawrence St., to the South side of E. Fort Ave., to the West side of the alley on the East side of the Southside Marketplace shopping center, to the South side of the shopping center, to the East side of Webster St., to the North side of the MARC/CSX railyard.



ARTICLE II. MEMBERS

SECTION 2.1. *Qualifications.* Membership in RNA shall be granted to all persons 18 years of age or older who live within the boundaries of RNA in Section 1.3; and pay annual dues. Membership shall automatically terminate at the end of the calendar year for failure to pay dues.

SECTION 2.2. *Dues.* The Board of Directors shall adopt annual, individual Membership dues in a fair and equitable manner. The amount of annual dues may be changed from time to time pursuant to a resolution of the Board of Directors that reflects the needs of RNA and the community.

SECTION 2.3. *Rights and Privileges.* Any Member shall have the right to vote and to seek election to the Board of Directors. Any Member may speak at a Community Membership Meeting and may introduce new business.

ARTICLE III. MEMBERSHIP MEETINGS

SECTION 3.1. *Annual Reports and Elections.* Every January during its regular Community Membership Meeting, the RNA President shall provide a report on the state of the Association and the Treasurer shall present a written report on the financial condition of RNA. Every other year during its February Community Membership Meeting, RNA shall elect the Board of Directors.

SECTION 3.2. *Community Membership Meetings.* Community Membership Meetings shall be held at least nine times each year on a schedule determined by the Board of Directors to conduct and report on the business of the Association. Community Membership Meetings shall be open to the public.

SECTION 3.3. *Place of Meetings.* Community Membership Meetings shall be held online and/or in a publicly accessible place within the boundaries defined in Section 1.3.

SECTION 3.4. *Notice of Meetings.* Notice of Community Membership Meetings shall be in writing to the Members and published and delivered at least seven days before the meeting.

SECTION 3.5. *Voting.* Each Member is entitled to one vote on each matter in accordance with standard parliamentary rules of order at a Community Membership Meeting. There shall be no proxy voting. The Board of Directors shall designate the method by which the identity and/or eligibility of Members is confirmed in order to conduct a vote of the Members.

SECTION 3.6. *Quorum.* A majority of the current Board of Directors shall constitute a quorum at a Community Membership Meeting.

ARTICLE IV. BOARD OF DIRECTORS

SECTION 4.1. *Authority of Board of Directors.* The business and affairs of RNA shall be managed under the direction of its Board of Directors. All powers of RNA shall be exercised by or under the authority of the Board of Directors. There shall be only one class of Directors.

SECTION 4.2. *Odd Number of Directors.* RNA always shall have five, seven, or nine Directors as determined from time to time by the Board.

SECTION 4.3. *Composition, Election, and Term of Directors.* Every other year, at least 90 days prior to the Annual Meeting, the President shall appoint and provide notice to the Members about a Nominating Committee of at least three Members to seek and provide nominations for all Director positions. Only Members, as defined in Article II, shall be eligible to serve on the Board of Directors. Any Member may nominate a Member, including themselves, to the Nominating Committee prior to the close of nominations. At the January Community Membership Meeting, nominations may be made from the floor and then will be closed and the names of nominees and a brief message from each nominee thereafter posted on the Association website and included in the written notice of the February Community Membership Meeting. At the February Community Membership Meeting, all Members in good standing may vote, in the manner determined by the Board of Directors. Nominees for all Board positions shall be voted on individually, and not as a slate of multiple candidates. Every other year, the Members shall elect all of the Directors to hold office for a term of two years.

SECTION 4.4. *Removal and Resignation of Directors.* Unless statute or the Articles of Incorporation provide otherwise, the Members may remove a Director, with or without cause, by majority vote of those present at a Meeting for which proper notice of the proposed removal has been given and a quorum is established. A Director may resign only by submitting a written resignation to the President, or to the Vice President if the resigning Director is the President.

SECTION 4.5. *Vacancy on Board.* The Directors may elect a successor to fill a vacancy on the Board. The successor shall hold office until the expiration of the term of the Director they replaced.

SECTION 4.6. *Compensation.* A Director shall not receive any compensation or reimbursement for expenses for attendance at any RNA meeting. Except when specifically authorized by a majority vote of Members in attendance at a Community Membership Meeting, no Director or Member shall be compensated for any service to RNA. All Members and Directors may be reimbursed for documented out-of-pocket expenses incurred on behalf of RNA-authorized activities or initiatives.

ARTICLE V. BOARD MEETINGS

SECTION 5.1. *Meetings of the Board of Directors.* Meetings of the Board of Directors may be held as needed to make timely decisions and to collect and discuss information and recommendations for actions that are in the interest of RNA. A meeting of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors by a vote at a meeting or in writing.

SECTION 5.2. *Notice of Meetings of the Board of Directors.* Notice of Board of Directors meetings shall be in writing to the Directors and delivered at least seven days before the day of the meeting.

SECTION 5.3. *Quorum.* A majority of the current Directors shall constitute a quorum at a Board of Directors meeting.

SECTION 5.4. *Voting.* Each Director is entitled to one vote on each matter submitted to a vote at a meeting of Board of Directors.

SECTION 5.5. *Action without Meeting.* The Board of Directors may propose and vote on matters by email, teleconference, or other electronic means if those matters warrant immediate action to protect interests of RNA and its Members. A quorum is required for any votes.

ARTICLE VI. COMMITTEES

SECTION 6.1. Committees. The Board of Directors may create standing and *ad hoc* Committees. The Board of Directors shall create *ad hoc* Committees from time to time to address time-bound matters and terminate those *ad hoc* Committees when their mandate is fulfilled or abandoned. Committees and their Members may act on behalf of RNA consistent with a written Board-approved Committee Charter or with the approval of the Directors.

SECTION 6.2. Committee Chairs. Committee Chairs shall be appointed by the President. Committee Chairs must report on the activities of the Committee to the Members at each Community Membership Meeting held throughout the period of the existence of the Committee.

SECTION 6.3. Committee Members. Committee Chairs shall recruit and select Committee Members to assist in the business of the Committee. A Director shall be appointed by the President to serve as a full or *ex officio* Member of each Committee.

ARTICLE VII. OFFICERS

SECTION 7.1. Composition and Number of Officers. The Corporation shall have a President, Vice President, Secretary, and Treasurer who shall be the Officers of RNA, with the duties enumerated below.

SECTION 7.2. Nomination, Election, and Tenure of Officers. Any Director may nominate themselves or another Director to serve as an Officer of the Association. Immediately following the election of Directors in February, the Secretary and Treasurer shall accept all Officer nominations from among newly elected Directors and conduct a secret ballot vote of the Board of Directors within 30 days to select the four Officers. Balloting will continue until each Officer position is filled with the winner receiving a majority of votes. Officers shall serve a term of two years.

SECTION 7.3. Removal and Resignation of Officers. The Members may remove an Officer, with or without cause, by majority vote of those present at a Community Membership Meeting for which proper notice of the proposed removal has been given and a quorum is established. An Officer may resign only by submitting a written resignation to the President, or to the other Directors if the resigning Officer is the President.

SECTION 7.4. Vacancy of Officer Positions. The Directors shall elect, from among the Board of Directors, a successor to complete the term of an Officer who resigns or is removed.

SECTION 7.5. President. The President shall preside over all Board of Directors and Community Membership Meetings; appoint Committee Chairs in accordance with Section 6.2; act as the spokesperson for RNA; and initiate official correspondence on behalf of RNA. The President may sign and execute, in the name of RNA, all documents, authorizations, letters, and contracts unless another Officer has been delegated to do so on the President's behalf; and may attend neighborhood events, City meetings, and other such convenings as a representative of RNA.

SECTION 7.6. Vice President. The Vice President shall perform the duties of the President if the President is unable to do so or is absent. The Vice President may attend neighborhood events, City meetings, and other such convenings as a representative of RNA. The Vice President shall temporarily assume the duties of the President if the office of President becomes vacant, until a new President can be elected by the Board of Directors.

SECTION 7.7. Secretary. The Secretary shall take or assign the taking of minutes including a record of all motions and decisions at Community Membership Meetings; after each Community Membership Meeting and prior to the next scheduled meeting, compile and send to President the draft minutes for approval; maintain a current list of names and contact information of Directors, Committee Chairs, and Members; and keep a record of official correspondence to and from RNA.

SECTION 7.8. Treasurer. The Treasurer shall maintain the funds of Riverside Neighborhood Association; manage bank accounts; keep accurate financial records; make deposits and disburse funds to cover RNA expenses; deposit and record dues paid by Members; create financial reports for the Board of Directors subject to periodic review; prepare and file all end-of-year financial and other reports required by law; and prepare invoices for revenue-generating activities, or any other income owed to RNA.

ARTICLE VIII. FINANCE

SECTION 8.1. Checks, Drafts, etc. All digital and paper checks, drafts, and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of RNA, shall, unless otherwise provided by resolution of the Board of Directors, be signed or digitally authorized by the Treasurer. Payments issued in amounts over \$25,000.00 shall be approved in writing by another member of the Board of Directors.

SECTION 8.2. Annual Statement of Financial Affairs. The Treasurer shall prepare annually a full and correct report of the financial affairs of RNA for the preceding fiscal year. The statement of affairs shall be submitted and presented by the Treasurer at the January Community Membership Meeting.

SECTION 8.3. Fiscal Year. The fiscal year of RNA shall be the 12 calendar months ending December 31.

ARTICLE IX. SUNDRY PROVISIONS


SECTION 9.1. Books and Records. RNA shall keep correct and complete records of its accounts and transactions and minutes of the proceedings of its Members. Minutes of Community Membership Meetings shall be posted on the Association's website.

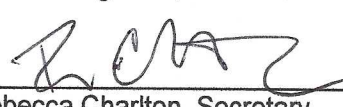
SECTION 9.2. Amendments. Any provisions of these Bylaws may be altered or repealed and new Bylaws may be adopted at any meeting of the Board of Directors where a quorum is established by a majority vote, provided the proposed amendment(s) have been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least seven days prior to the meeting date.

Adopted by the Board of Directors, this 15th day of January, 2025.

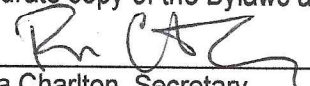

Richards R. Badmington, President


Connor Eagleson, Treasurer


Jeffrey Brown, Vice President


Rebecca Charlton, Secretary

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the Board of Directors.


Rebecca Charlton, Secretary

January 15, 2025