

BYLAWS OF THE BOISE HEIGHTS NEIGHBORHOOD ASSOCIATION  
DRAFTED MAY 5, 1994  
REVISED ON November 11, 2021

**ARTICLE I. OFFICES**

Section 1. Principal Office. The principal office of the Boise Heights Neighborhood Association, Inc. (BHNA), an Idaho nonprofit corporation, shall be located at 1905 N. Montclair Drive, Boise Idaho 83702. The BHNA may have other such offices as the Board of Directors (Board) may designate or as the business of the BHNA may require.

Section 2. Registered Office. The registered office of the BHNA shall be located at the home of the president of the BHNA, currently 1905 N. Montclair Drive, Boise, 83702 and shall be changed from time to time by the Board to coincide with the address of the president then serving, or at such other address as the Board may select.

**ARTICLE II. BOARD OF DIRECTORS**

Section 1. General Powers. All corporate powers and business of the BHNA shall be exercised under the authority the Board as set forth in these Bylaws except as the Articles of Incorporation (Articles) or the Idaho Nonprofit Corporation Act may otherwise provide.

Section 2. Number. The Board shall consist of at least three but not more than 15 directors.

Section 3. Term of Office. The term of office shall be three years. On or before January 1 of each year, the terms of office of one-third of the Board members shall expire. Where the number of Directors is not divisible by three, the number of terms that shall expire annually shall be as close to one third as possible. Directors may be reelected for successive terms.

Section 4. Election. Members of the Board are elected by the existing members of the Board.

Section 5. Vacancies. Any vacancy occurring in the Board shall be filled by a majority vote of the then-existing Board members, any of whom may nominate a candidate to fill such vacancy. A director elected to fill a vacancy shall serve for the remaining unexpired term of the director whose departure from the Board created the vacancy. Any director elected to increase the number of Board members shall serve until the next duly held election of directors.

Section 6. Qualifications. Directors shall be required to reside within the geographic boundaries of the BHNA. Up to two members of a household may hold positions on the Board. However, only one vote per household is allowed.

Section 7. Compensation. Directors shall serve without compensation. They shall receive reimbursement for expenses incurred on behalf of the BHNA that are approved by the Board.

**ARTICLE III. RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

Section 1. Election of Officers. The Board shall elect the officers of the BHNA.

Section 2. Agenda for the Annual Membership Meetings. The Board shall determine those matters to be presented at the annual membership meeting and those matters requiring a vote of the membership.

Section 3. Report to the Membership. The Board shall report at the annual membership meeting on the work of the BHNA during the previous year and on plans for the upcoming year.

Section 4. Committees of the Board. The Board by majority vote may designate one or more committees that will consist of two or more persons. The committee shall consist of at least one existing Board member. Such committee may exercise authority on behalf of the Board, provided that no committee may: a) authorize distribution of BHNA funds without prior authorization from the Board; b) elect or appoint directors or fill vacancies on the Board; or, c) adopt, amend or appeal the Articles or Bylaws of the BHNA.

#### **ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Regular Meetings of the Board of Directors. The Board shall hold at least two meetings during the year unless determined otherwise by the Board. The meeting held closest to the end of the calendar year shall be the meeting of the election of Board members and officers. Meetings may be held in person or by any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by any such means shall be deemed present at the meeting.

Section 2. Special Meetings of the Board of Directors. Special meetings of the Board may be held upon request of the president or upon request of a majority of the directors and shall state the purpose of the special meeting.

Section 3. Notice of Board meetings. Notice for all regular and special Board meetings shall be given to all current Board members. Notice may be written, oral, or via email.

Section 4. Quorum. A majority of the current members of the Board shall constitute a quorum for the transaction of business at Board meetings. The act of a majority of the directors at meeting at which a quorum is present shall be the act of the Board.

Section 5. Action without a Meeting. Board action may be taken via electronic communication (email) if all Board members are notified and the quorum requirements of Article IV, Section 4 are met.

Section 6. Voting. Each elected member of the Board shall have a vote with the exception of multiple household members holding Board positions. In that instance, only one vote per household is permitted. Any Board member with a conflict of interest as defined by Article IV, Section 7 shall identify such conflict and shall refrain from voting on matter related to that conflict.

Section 7. Director Conflict of Interest. A conflict-of-interest transaction is a transaction with the BHNA in which a director has a direct or indirect interest. A conflict of interest transaction is not voidable or is the basis for imposing liability on the director if the transaction was fair at the time it was entered into or is approved as follows: a) the material facts of the transaction and the fact of such relationship is fully disclosed or known to the Board and the Board authorizes, approves or ratifies the transaction; or b) the transaction is fair and reasonable to the BHNA and the material facts of the transaction are fully disclosed to the Board.

## **ARTICLE V. OFFICERS**

Section 1. Number. The officers of the BHNA shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any two offices, excepting that of president, may be filled by one person.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board at the meeting closest to the end of the calendar year.

Section 3. President. The president shall preside at all Board meetings and meetings of the neighborhood. The president shall serve as an ex-officio member of all committees of the Board. The president shall perform all acts and duties customarily performed by the executive officer of an Idaho Nonprofit Corporation.

Section 4. Vice President. The vice president shall have all the powers and perform all the duties of the president, in the president's absence.

Section 5. Secretary. The secretary shall serve as the secretary at all Board and membership meetings. The secretary shall be responsible for keeping a record of attendance at all Board and membership meetings and to record accurate minutes of action taken. The secretary shall be responsible for filing all reports required by the State of Idaho and City of Boise pertaining to the BHNA.

Section 6. Treasurer. The treasurer shall have charge of the funds of the BHNA and shall secure the deposit of those funds in the name of the BHNA in a bank designated by the Board. The treasurer shall be responsible for the reasonable and customary methods of accounting. The treasurer shall ensure that a complete financial statement is presented at the annual meeting of the membership.

## **ARTICLE VI. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the officers of the Board and the immediate past president, so long as the past president remains a member of the Board. The Executive Committee may hold meetings for issues of immediate concern between regular Board meetings, and shall have the powers of the Board, except that it shall not reverse any action of the Board or approve any expenditure of more than \$50, unless the expenditure was already approved by the

Board. Three officers shall represent a quorum of the Executive Committee. All actions taken by the Executive Committee shall be presented at the next Board meeting.

## **ARTICLE VII. MEMEMBERSHIP MEETINGS**

Section 1. Annual Meeting. An annual meeting of the membership shall be held no later than October 15 of each year for the purpose of receiving reports of the officers and committees of the board.

Section 2. Membership. Persons over the age of 18 who reside within the geographical boundaries of the BHNA, as such boundaries are designated by the City of Boise, shall be BHNA members.

Section 2. Notice. Notice of the annual membership meeting shall be given to BHNA members. Notice shall be given at least one week prior to such meeting by posting signs at the entrance to the neighborhood. Additional notice may be given by email, regular mail and/or door to door flyers when deemed appropriate by the Board.

## **ARTICLE VIII. MISCELLANEOUS**

Section 1. Amendments to the Bylaws. These bylaws may be amended by the board at any regular or special meeting.

Section 2. Indemnification. The directors and officers of the BHNA shall be indemnified by the BHNA to the fullest extent permissible under the laws of Idaho.

Section 3. Political Activity. BHNA shall not use association funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office. This shall not be construed to limit the right of any BHNA director, officer or member to appear before any public governing body to testify as to matters involving or affecting the Boise Heights Neighborhood.

Section 4. Fiscal Year. The fiscal year of the BHNA shall begin on the first day of January and end on the last day of December in each year.

Section 5. Book and Records. BHNA shall keep records of financial accounts and minutes from all board and annual meetings. Financial records shall be kept by the treasurer and meeting minutes by the secretary.

Section 6. Annual Financial Statements. The treasurer shall prepare an annual financial report that will be presented at the last board meeting of the calendar year.