



Article I: Name

The name of this corporation shall be Stuart Area Restoration Association (Also SARA or Stuart)

Article II: Purpose & Powers

2.01 Purposes of the Corporation

The purposes of the corporation shall be:

To improve the quality of residential life in the Stuart Neighborhood by:

1. **Communication:** Facilitating opportunities for communication between association members and the community at large for advocacy and public relations.
2. **Information:** Providing residents with educational information regarding home repair, rehabilitation, energy conservation, needs of residents, and their rights and responsibilities.
3. **Historic Preservation:** Encouraging the preservation of the historical architecture in the area.
4. **Program Activities:** Sponsoring and promoting programs and activities related to the social, educational, and recreational needs of residents.
5. **Quality of Life:** Conducting activities that will improve the quality of life in the Neighborhood, including working with residents, the City of Kalamazoo, Public Safety, Community Planning and Development, Historic, Housing Code Enforcement and other programs in the city as needed.

To engage needed personnel and services; to solicit and receive grants, contributions, and other property; to enter into contracts; and to transfer, hold or invest such property as may be required to carry out the purposes and objectives of this organization.



2.02 Restrictions on Powers

No part of the money or other property received by the corporation from any source, including its operations shall accrue to the benefit of or be distributed to its members, members of its Board, officers or other private persons, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as may be elected under Section 501 (h) of the Internal Revenue Code of 1954 (as amended); and the corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (as amended), or by a corporation that may receive contributions which are deductible to their donors under Section 170 (c) (2) of the Internal Revenue Code of 1954 (as amended).

Article III: Geographic Boundaries

The Stuart Area Restoration Association shall be defined as that region bounded on the North by the north property line on the north side of North Street; on the West by the center line of Douglas Avenue; on the South by the center line of West Main and West Michigan; and on the East by the center line of North Westnedge Avenue from West Michigan Avenue to Kalamazoo Avenue, thence West on Kalamazoo Avenue to the Kalamazoo River Valley Trail; thence North on said Trail to the North boundary of the church property at 804 W. North Street to the point of beginning. The Board of Directors shall have the authority to alter these boundaries in order to better meet the needs of area residents.

Article IV: Membership

4.01 Members

All residents, business owners and property owners (18) years of age or older, within the geographic boundaries defined in Article III, 3.01, shall be members of the corporation.



4.02 Voting Rights of Members

Except as otherwise may be provided by these bylaws, a majority of those members voting on any matter shall be sufficient to carry the vote.

4.03 Rights of Members to Attend Meetings

Meetings shall be open to members of the corporation, except for meetings, or portions of meetings, relating to personnel, contracts, legal issues, Board Member development or other matters exempt from disclosure by State or Federal law.

Article V: Meetings of the Members

5.01 Annual Meeting of the Members

The annual meeting of the Members of the Corporation shall be held ANNUALLY. It shall include a presentation of annual reports to the members, the election of new board members and Directors, and such other businesses may properly come before the meeting.

5.02 Special Meetings of the Members

Special meetings of the members may be called at any time by order of the Board of Directors, the Chairperson of the Board, or five members of the Board, by written notice to the Recorder or Chairperson of the Board.

5.03 Time and Place of Meetings

The time place of each meeting of the members shall be determined by Board of Directors shall be within periods specified by these bylaws, and shall be specified in the notice of the meeting.

5.04 Notice of Meetings of the Members

For annual meetings of the members, written notice shall be made either by mail, publication, or public posting not less than ten (10) days or more than sixty (60) days before the day on which the meeting is to be held. For especial meetings, notice shall be given by such means as the Board may deem effective not less than four (4) days before the day on which the meeting is to be held. All notices shall state the purpose, the time, and the place of the meeting. Notice of special meetings shall state by whose order the meeting is being called.



5.05 Annual Report

The meeting agenda and the following written reports shall be available to the membership at the Annual Meeting:

1. Summary of actual and projected receipts, expenditures and a balance sheet prepared by the Treasurer for the current fiscal year from January to December.
2. Summary report of the program activities of the current fiscal year to date.
3. Summary report by the Chair of Stuart or its designee.

5.06 Organization and Conduct of Meetings

Each meeting of the members shall be presided over by the Chairperson of the Board, or in the case of his/her absence, by Vice-Chairperson. In the absence of the Chairperson and the Vice-Chairperson, the Treasurer, or in his/her absence, the Recorder shall preside.

5.07 Quorum

To conduct business at the Annual Meeting and Special Meetings of the members, a quorum shall consist of at least ten (10) members.

5.08 Voting at Meetings of the Members

Members present in person shall be entitled to cast one vote on any and all matters that come before a meeting of the members. No proxies shall be allowed. Except as otherwise may be provided by these bylaws, a majority of votes cast by members present shall be sufficient to approve any matters before members of the corporation.



Article VI: Board of Directors

6.01 Powers & Duties of the Board

All the rights, powers, duties, and responsibilities relative to the management and control of the property and affairs of this corporation shall be vested in the Board of Directors (hereinafter the Board). These powers exist in the members of the Board meeting as a group and not in individual members except as such powers may be delegated by the Board. The Board Members have a duty to exercise reasonable care and prudence in the administration of the affairs of this corporation and shall be responsible to disburse the funds and property received by the corporation only for the purposes for which they were received. The Board may not delegate this responsibility. The Board shall require a regular accounting of all funds disbursed by the corporation. Board Members shall not otherwise be liable for the debts of this corporation, unless they expressly consent to personal liability for specific debt.

6.02 Directors: Number and Term of office

The Board shall consist of between five and ten Board Members who shall be elected by the members of the corporation by secret ballot at the Annual Meeting. All Board Members shall meet the criteria of members as defined in these bylaws.

Board Members shall be elected to terms of one (1) year and may be reelected for multiple terms.

6.03 Joint Board Members

Two members (known as Joint Board Members) may share a seat on the Board of Directors. Joint Board Members must be nominated together and elected together. Each member serving in a joint capacity shall enjoy the opportunities and responsibilities of Board membership, except that the two (2) members in a joint membership shall share one (1) vote. No more than two (2) joint memberships shall be allowed on the Board at any given time.



6.04 Nomination of Directors

A Nominating Committee of two (2) Board Members not up for re-election and one (1) non-Board Member of the corporation shall be appointed by the Board. In the event a non-Board Member does not volunteer, a third Board Member may be appointed by the Chair.

The Nominating Committee shall seek out and accept requests from members of the corporation to serve as Board Members. The Nominating Committee shall present the entire list of candidate to the Board of Directors and recommend candidates for open Board positions. After reviewing the recommendations from the Nominating Committee and the candidates' qualifications, the Board may recommend candidates to the membership.

The names of the candidates seeking election to the Board shall be announced in the neighborhood newsletter not less than one (1) month prior to the day of the Annual Meeting.

When the number of candidates recommended by the board exceeds the number of open board positions, any candidates from the same household must be considered as running for as joint board membership, subject to the provisions of 6.03.

6.05 Voting at the Election of Directors

For the election of new members to the Board, each eligible voting member may vote for as many candidates as there are positions to be filled. The candidates receiving the greatest number of votes shall be deemed elected to the Board. If there is a tie that would result in more candidates being elected to the Board than there are seats available, then a runoff vote shall be taken between the candidates with the lowest number of votes.

6.06 Regular Meetings of the Board

The Board shall meet on the second Tuesday of April, July, October, and January. The Annual meeting on the second Tuesday in April shall constitute the first quarterly meeting of the newly elected Board Members

6.07 Special Meetings of the Board

Special meeting of the Board may be called at any time by the Chairperson or by three (3) Board Members. Notice of special meetings shall be given at least 24 hours prior to the meeting and shall state the time, place, and purposes of the meeting. Special meetings of the board shall be announced in the most efficient and effective means possible given the time constraints.



6.08 Organization and Conduct of Board Meetings

Each Board meeting shall be presided over by the Chairperson of the Board, or in the case of his/her absence, by the Vice-Chairperson. In the absence of the Chairperson and the Vice-Chairperson, the Treasurer, or in his/her absence, the Recorder shall preside.

Board meetings may be conducted under Robert's Rules of Order, or less formally, at the discretion of the presiding officer.

6.09 Quorum of the Board

The presence of a majority of the Board Members shall be necessary at each meeting of the Board to constitute the quorum needed to approve neighborhood business. In the event that it is necessary to resolve a business item prior to the next board meeting, a vote of the board members present shall be taken and the absent board members shall be contacted for their vote following the meeting. Board members shall be allowed to participate in the meeting by phone. However, no more than two (2) Board Members attending by phone shall be counted in establishing a quorum.

6.10 Voting at Board Meeting

Except as otherwise provided by the bylaws, all matters before the Board shall be decided by a majority of Board Members present.

6.11 Attendance at Board Meetings

All Board Members are expected to attend the 4 required Board Meetings per year. However, the Board may, by majority vote, excuse one absence from a regularly scheduled meeting if one of the following conditions is met:

1. The Board Member makes a verbal or written request to be excused, through the Neighborhood Director or Chairperson, prior to the meeting.
2. The absence is due to circumstances that are of an emergency nature or are beyond the control of the member. In this case, an explanation will be given at the next regularly scheduled Board meeting.

6.12 Resignation of Board Members

Any Board Member may resign at any time by submitting his/her resignation to the Chairperson. When possible, a written notification should be submitted. But, in the event that written is not possible, or the member refuses to submit written notification, verbal notification by Board Member or next of kin is considered acceptable. Notification can be sent via Email.



6.13 Vacancies on the Board

Board vacancies may be filled by appointment by the Chairperson with the approval of the members of the Board at any regular Board meeting for the remaining term of the vacated position. The member must submit a completed Application for The Board of Directors to the Chairperson. The Chairperson shall consider any member who expresses interest in serving on the Board.

6.14 Cancellation of Board Meetings

If it is necessary to cancel or reschedule a regularly-scheduled Board meeting, as determined by the executive committee or (3) Board Members, Board Members shall be notified by a member of the Executive Committee no later than twenty four (24) hours in advance, if feasible. Notification will be presented on Stuart social media i.e. Web, Facebook, and posted on office door.

6.15 Duties of Board Members

Board members are expected to participate in committees or other neighborhood projects benefitting the organization beyond regularly scheduled Board meetings.

Article VII: Officers

7.01 Titles and Qualifications of Officers

The principal officers of the corporation shall be the Chairperson, Vice-Chairperson, Recorder, Treasurer, and Facility Manager. Nonetheless, the Board may, from time to time, appoint such additional or assistant offices, as it may deem appropriate.

7.02 Election and Term of Office

The officers shall be selected and approved by the Board at the conclusion of the Annual Meeting. Each officer shall hold office until his/her successor is elected, or until the officer becomes incapacitated, resigns, or is removed.



7.03 The Chairperson

The Chairperson shall preside at all meeting of the Board and of the Executive Committee and shall have such other power and duties as may be assigned to him/her by the Board provided they are not inconsistent with these bylaws. In the absence of and Executive Director, the Chairperson will assume the official title of "Executive Director/Chair" of the organization. The Chair will have the right to be placed on all financial accounts. The Chair has authorization to enter into legal contract for the organization with a majority vote of the Board Members or in an emergency the approval of the Executive Board. When emergency action is necessary the Chair will report to the Board at the next Board meeting. The Chairperson will have the responsibility of representing Stuart in Legal, Political, Structural, Financial matters with the City of Kalamazoo, other agencies in the community, and the Media. The Chair will be the primary holder of the Neighborhood phone, and can delegate responsibility to other executive Members when needed.

7.04 The Vice-Chairperson

The Vice Chairperson shall be responsible for planning and executing Social Events; and assisting with board development. The Vice-Chairperson shall, in the absence of the Chairperson, have all the powers normally vested in the Chairperson and may attend city meetings in the absence of the Chairperson.

7.05 The Recorder

The Recorder, or his/her designee, shall be responsible for:

Keeping the minutes of all meetings of the Board and of the Executive Committee.

Performing all other duties that are incidental to the office of Recorder or that may be assigned by the Board or Chairperson and that are not inconsistent with these bylaws.

Overseeing production of newsletters, website, Facebook, and Twitter accounts and any other social media. The recorder shall be responsible for keeping the email lists as current as possible, and shall maintain a hard copy as well. No e-mail on behalf of Stuart will be sent out without the prior approval of a majority of the Executive Board.



7.06 The Treasurer

The Treasurer, or his/her designee, shall be responsible for:

Accounting and oversight of receipts and disbursement of funds on behalf of the corporation, and keeping of financial records of such funds.

Giving a report of all the corporation's accounts at each regular meeting of the Board.

Exhibiting the account books of the corporation and all securities, vouchers, papers, and documents of the corporation in his/her custody to any member (or designee of a member) upon reasonable request.

Overseeing the filing of all tax and other financial reports required of the corporation.

Performing all other duties that are incidental to the office of the Treasurer or that may be assigned by the Board or the Chairperson and that are not inconsistent with these bylaws.

7.07 Facility Manager

The Facility Manager shall be responsible for overseeing the building at 530 Douglas Ave. Duties include but are not limited to, serving as Rental Agent for apartment, assuring that mowing and snow removal are maintained. All expenses related to above must be approved by the Chair and Treasurer. When possible, Bids or Agreements of Service must be voted on by the Board of Directors.

7.08 Executive Director

The Board may hire administrative assistance as may be required for the performance of its purposes. The Executive Director, when separate from the Chair, shall be an exofficio, non-voting member of the Board. He/she shall be responsible for the planning and daily management of the specified activities of the corporation in accordance with the policies of the Board and the decision of the Board and the Executive Committee. In the event that the Board chooses not to hire an Executive Director, the Chair can assume the role of Executive Director-Chair, without financial hourly compensation. The Board may hire an Office Manager/Social Media Manager/ or other staff as the Board deems appropriate. This staff will answer to the Executive Board, Compensation to be voted on by the Board of Directors.

7.09 Resignation of Officers

Any officer may resign at any time by submitting his/her resignation to the Executive Director or Chairperson.



7.10 Removal of Officers

Any member of the Board may be removed at any time by a vote of two-thirds of the Board Members then in office.

7.11 Vacancies in Offices

Any vacancy in an office may be filled for the remainder of the unexpired term by appointment of the Chair with approval of the Board at a regular or special meeting.

Article VIII: Committees

8.01 Executive Committee

Except as otherwise provided in these bylaws, the Board of Directors may delegate its power to manage, direct, and control the operational affairs of the corporation to the Executive Committee. All actions of the Executive Committee shall be subject to the approval of the directors at the following meeting of the Board:

1. The Executive Committee shall consist of the officers of the Board and two (2) alternates selected at the conclusion of the Annual Meeting. The chairperson shall designate one of these alternates to serve on the Committee in the absence of any officer. Each member of the Executive Committee shall serve for a term of one (1) year or until his/her resignation.
2. The Executive Committee shall meet as needed. The Chairperson of the Board shall serve as the presiding officer. Reasonable notice of the time and place of the meetings shall be given by the Chairperson or the Recorder. A majority of the Committee must be present to constitute a quorum.

8.02 Additional Committees

The Board may from time to time appoint committees whose powers, terms of office and rules of procedure shall be determined by the Board. Any such committee may be abolished or any member removed (with or without cause) at any time by the Board.



Article IX: Financial Procedures & Restrictions on Transactions

The **Fiscal year of the corporation** shall begin on January 1st and end on December 31st of each year. A summary of the corporation's receipts and expenditures and a balance sheet listing all its assets and liabilities shall be prepared shortly after the end of the fiscal year.

Article X: Indemnification

Any person (or his/her estate) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is was an officer or director of this corporation shall be indemnified by the corporation against any liability and reasonable expense (including attorney's fees) incurred by him/her in connection with the defense or settlement of such action, except in relation to matters as to which it is judged by the Court that such officer or director is liable for gross negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed to be exclusive of other rights to which such officer or director may be entitled.

Article XI: Dissolution

Upon dissolution of the corporation and after the provision for payment of all the liabilities of the corporation, the Board shall dispose of all the assets of the corporation exclusively for the purposes of the corporation.

Article XII: Amendments

Amendments to these bylaws may be proposed by a simple majority of the Board of Directors. Adoption of any amendment(s) to these bylaws shall require a simple majority vote of the members attending an annual or special meeting of the membership. Notice of proposed amendments shall be given to members at least one month before the meeting. The proposed wording of the amendment(s) shall be available at the STUART office and website during reasonable hours for one month prior to such vote on the amendment(s).

Article XIII: Non-discrimination

The Stuart Area Restoration Association **will not discriminate against anyone** because of race, religion, color, sex, national origin, familial status, sexual orientation, handicap, age, height, or weight.