

St. Leonard's Association Bylaws

August 14, 2019

ARTICLE I – Name and Mission

Section 1 – Name

The name of the Association shall be “The St. Leonard’s Association”, a non-profit corporation. The location of its principal office shall be at the address of one of the Association’s Officers.

Section 2 – Mission Statement

St. Leonard’s Association will strive to better St. Leonard’s Tract, to promote its heritage, to enhance our property values and to provide a forum for its members to have a strong sense of community.

St. Leonard’s Tract is commonly designated as an area bounded: a) on the Tract’s North Side where Winchester Avenue properties are bordered by the Inside Thoroughfare; b) on the Tract’s East Side by the center line of Surrey Avenue; c) on the Tract’s West Side by the inside thoroughfare of Cambridge Avenue; and d) on the South Side by the High Water Mark of the Atlantic Ocean.

ARTICLE II – TRUSTEES

Section 1 – Composition and Responsibilities

There are eleven (11) Trustees; 4 Officers and 7 Trustees. Trustees have the power and authority to make decisions on behalf of St. Leonard’s Association. The Trustees consist of the Officers and the Executive Board. All Trustees shall have been members of the *Advisory Board* and must actively serve on at least one committee. Trustees serve a two (2) year term.

Section 2 – Voting

Trustees are the only voting members of the St. Leonard’s Association. Trustees will reach out to the Full Members to gain a consensus on matters of great importance prior to voting.

Only agenda items are voted on at the meeting. The agenda will be distributed 1 week prior to the meeting. In the event that a new matter is raised after the agenda has been distributed it will be tabled until the next meeting unless 3 of the 4 Officers deem it a matter of immediate importance in which case a vote will be taken and the Trustees not present will have an opportunity to vote as stated below.

All Trustees whether present or not are given an opportunity to vote on agenda items requiring a vote. Trustees may vote at any time between receipt of the agenda and 5 business days after the meeting. In the event any Trustee does not register his/her vote within such time his/her opportunity to vote is relinquished. If at the end of 5 business days a majority of the Trustees does not approve the item, the item will not be approved. Conversely, if a majority of the Trustees approves the item either at the meeting or prior to the end of the 5 day period, the item is approved.

ARTICLE III – OFFICERS

Composition and Responsibilities:

There shall be 4 Officers, as described below. Officers are nominated by an Officer or an Executive Board Member and approved by the Trustees by a majority vote at a St. Leonard’s Trustee Meeting. Officers serve a two (2) year term. The Officers together with the Executive Board Members are the Trustees of St. Leonard’s Association.

The elected Officers of the St. Leonard’s Association shall be:

President – The President presides at all meetings of the Trustees. The President may call special board meetings as permitted by the Bylaws.

Vice President – The Vice President presides over all committees and reports at all meetings of the Trustees.

Secretary – The Secretary keeps all Minutes and records and reads reports at all meetings of the Trustees. If the Secretary is absent from a meeting, the President shall select an Officer or Executive Board Member to keep the Minutes.

Treasurer – The Treasurer keeps records of all monies and transactions of the St. Leonard’s Association and presents reports at all meetings of the Trustees.

ARTICLE IV – EXECUTIVE BOARD

Composition and Responsibilities:

The Executive Board is made up of seven (7) members appointed by the President to serve for two (2) years. All Executive Board Members shall have been members of the Advisory Board. The Executive Board shall promote and preserve the underlying mission of St. Leonard’s Association.

ARTICLE V – ADVISORY BOARD MEMBERS

The Advisory Board members are nominated by the Officers or the Executive Board and approved by the Trustees by a majority vote at St. Leonard’s Trustee Meetings. The Advisory

Board can be between twenty (20) and thirty (30) members usually nominated and elected from their participation on committees. They serve at the pleasure of the President and Executive Board for a term of two (2) years.

ARTICLE VI –MEMBERSHIP

Section 1 – Full Membership

The Full Members of the St. Leonard’s Association shall be title holders of property located in the St. Leonard’s Tract. Said owners may apply for membership on a form supplied by the Association and agree to comply with the Bylaws and policy and guidelines of the Association. Membership year is June 1 to May 31. Each paid Full Membership shall be entitled to invitations to certain special and social events and community advocacy for issues concerning the Tract. Full Memberships shall not be transferable or assignable.

Section 2 – Associate Membership

The St. Leonard’s Association has a class of membership named, Associate Member. Eligibility for an Associate Membership includes the following: a) be sponsored by a Member of St. Leonard’s Association if a prospective Associate Member does not live in the Tract, b) submit an application on the form supplied by the Association; and c) agree to comply with the Bylaws of the Association. Each paid Associate Membership shall be entitled to invitations to certain special and social events. Associate Memberships shall not be transferable or assignable. Associate Members may not serve as Trustees, nor do they have voting rights.

The Trustees may institute changes in Full membership and Associate Membership classifications, applicable benefits and level of dues with a majority vote.

Section 3 – Membership Dues:

Dues are \$35.00 annually. All annual dues are payable by the first business day of June annually. The payment of dues shall continue membership until May 31 of the next calendar year. Any member who fails to pay the annual dues for the year may be removed from the membership list.

Section 4 – Meetings:

Trustee meetings – three (3) per year including the annual Meeting.
Social & special events as determined by the Trustees after consulting with members.

ARTICLE VII – COMMITTEES

Section 1 – Composition and Responsibilities:

The Trustees shall establish and maintain specific working committees to accomplish the objectives of the St. Leonard's Association, and to develop new leadership. The President, with approval of the Trustees, shall appoint, replace or remove committee Chairs. The Trustees also have the power to abolish committees if no longer deemed necessary.

Committee Chairs or their designees are required to provide a status report to the Vice President who will report at the Trustee meetings. Any member of a committee can be removed by the Committee Chair whenever in his/her judgment, the best interest of the organization shall be served thereby.

The following are the established committees.

Section 2 – Nominating Committee:

A Nominating Committee shall consist of three members of the Executive Board. The Nominating Committee shall nominate Executive Board Members and Officers for the ensuing term as provided by these Bylaws.

Section 3 – Bylaws Committee:

The Bylaws Committee shall study any suggestions for changes to the Bylaws. This committee will consist of three members who are Trustees. Changes to the Bylaws are approved by a majority of the Trustees.

Section 4 – Membership / Welcoming Committee:

The Membership/Welcoming Committee shall visit and inform new and existing residents about St. Leonard's Association and to recruit new members.

Section 5 – Publicity Committee:

The Publicity Committee shall publish an electronic newsletter and establish and maintain websites, social media etc.

Section 6 – Preservation/Historical Committee:

The Preservation/Historical Committee shall review proposed permits for properties within the Tract and alert the Officers to any proposed permits which if granted would violate the Tract's restrictions and suggest additional initiatives the Association could undertake to maintain our deed restrictions and research and maintain the history of St. Leonard's Tract and the Association.

Section 7 – Pride Award Committee:

The Pride Award Committee shall recommend to the Executive Board properties in the St. Leonard’s Tract for Pride Awards.

Section 8 – Social/Special Events Committee:

The Social/Special Events Committee shall plan, arrange and invite members to social and special events.

Section 9 – Action Committee:

The Action Committee shall investigate and implement special projects as designated by the President with the approval of the Trustees.

Section 10- Quorum:

One-half of the Trustees must be present to hold a meeting.

ARTICLE VIII – ELECTIONS

Section 1 – Election Schedule:

Elections shall be held every two years at the Annual Trustee Meeting and the elected Officers shall assume their duties immediately. The President shall appoint an interim Trustee appointee in the event of a vacancy who shall complete the remaining term.

Section 2 – Eligibility to become an Officer:

All nominees for office must be Full Members in good standing who have served on the Executive Board or Advisory Board. Additionally, they must understand and support the goals and objectives of the St. Leonard’s Association. They should also possess specific skills, competencies and experiences that match the requirements of the position and will help to further the cause in a cordial and friendly way.

Section 3 – Terms:

All Trustees shall be elected for two-year terms. All Trustees may serve in their respective offices for two terms only, unless the Nominating Committee cannot find a new candidate to fill the position. In that case, the present Trustee shall continue in office for another two-year term, at which time the Nominating Committee will again seek a new candidate.

ARTICLE IX – MEETINGS

Section 1 – Annual Meetings:

The Annual Board Meeting shall be held during the month of June at a time and place approved by the Trustees.

Section 2 – Special Meetings:

The President shall call a special meeting of the St. Leonard's Association upon the written request of ten members of the Association. This request shall state the purpose of the meeting and the Trustees will determine a quorum size if needed. No other business shall be considered at such a special meeting.

ARTICLE X – COMMUNICATIONS

Communications to the Members shall be in electronic or written form. If a Member wishes the Association to formally consider an issue, the Member shall communicate his/her wishes in electronic or written form to the President.