

**BYLAWS OF THE
NORTH SPRINGFIELD BETTERMENT ASSOCIATION**

The following are the amended bylaws of the North Springfield Betterment Association as originally adopted at the June 14, 1973 general membership meeting, and amended and reaffirmed at the October 14, 2021 general membership meeting.

ARTICLE I – NAME

Sec. 1. **Name** The name of this organization shall be the North Springfield Betterment Association.

ARTICLE II – PURPOSE AND POLICY

Sec. 1. **Purpose** The purpose of the North Springfield Betterment Association shall be to encourage and promote worthwhile and honorable endeavors that will make north Springfield a better place in which to work and live.

Sec. 2. **Policy** The North Springfield Betterment Association shall be alert to community needs in order to take constructive action for community betterment.

ARTICLE III – MEMBERSHIP

Sec. 1. **Eligibility** Any person who subscribes to the purpose and policy of the Association shall be eligible for membership.

Sec. 2. **Voting Members** Any actively participating member whose dues are current is a voting member.

ARTICLE IV – FINANCIAL ADMINISTRATION

Sec. 1. **Fiscal Year** The fiscal year of the North Springfield Betterment Association shall commence on the first day of July each year.

Sec. 2. **Dues** The amount of the dues shall be set by the board.

Sec. 3. **Audit** In March of each fiscal year, the President of the North Springfield Betterment Association shall appoint a committee of no less than three (3) members to conduct an audit of the financial records of the association and report back to the membership at a regular meeting in a timely manner.

ARTICLE V – BOARD OF DIRECTORS

- Sec. 1. **Number: Manner of Selection and Term of Office** The Board of Directors shall consist of the officers of the North Springfield Betterment Association, fifteen elected Directors, and one ex-officio Director. The ex-officio Director shall be the immediate past President and shall serve for a term of one year. Eight Directors shall be elected by the voting members at the general membership meeting preceding the Annual Banquet in odd numbered years. Seven Directors shall be elected by the voting members at the general membership meeting preceding the Annual Banquet in even numbered years. Directors shall serve for a term of two years, or until their successors have been elected and qualified.
- Sec. 2. **Qualifications** No person shall be elected or appointed or shall continue to serve as an officer or director of the North Springfield Betterment Association unless said person is a voting member.
- Sec. 3. **Vacancies** Any vacancy occurring in the Board of Directors by reason of the resignation, death, or disqualification of an officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board of Directors. Three consecutive absences from a Board meeting by any member without a valid reason shall be deemed a resignation.
- Sec. 4. **Powers and Duties** The Board of Directors shall have full charge of the property and business of the organization, with full power and authority to manage same, subject to the instructions of the general membership.
- Sec. 5. **Meetings** There shall be at least nine regular meetings of the Board of Directors annually. The president may call special meetings of the Board of Directors and shall call a special meeting upon the written request of five members of the Board. No regularly scheduled Board meeting shall be cancelled without the consent of a majority of the Board members.
- Sec. 6. **Quorum** Those members of the Board of Directors present shall constitute a quorum.

ARTICLE VI – OFFICERS

- Sec. 1. **Enumeration and Election** The officers of the North Springfield Betterment Association shall be a President, a Vice President, a Secretary and a Treasurer who shall be elected for terms of one year by the voting members at the regularly scheduled election.
- Sec. 2. **The President** The President shall preside at all meetings of the organization and of the Board of Directors. The President may, in the absence or disability of the Treasurer, sign or endorse checks, drafts, and notes. The President shall be, ex-officio, a member of all committees except the Nominating Committee. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board
- Sec. 3. **The Vice President** The Vice President shall, in the event of the absence, disability, resignation, or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice President shall perform such other duties as the President and the Board may designate.
- Sec. 4. **The Secretary** The Secretary shall keep minutes of all meetings of the North Springfield Betterment Association and of all meetings of the Board of Directors. The Secretary shall notify all Officers and Directors of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board and shall perform such other functions as may be incident to the office.
- Sec. 5. **The Treasurer** The Treasurer shall collect and receive all monies due. The Treasurer shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board. The Treasurer shall present statements to the Board when requested to do so and an annual report at the regularly scheduled election meeting.
- Sec. 6. **Disqualification** Any Officer or Director who fails to fulfill the duties of their office, willfully fails to comply with these bylaws, or acts contrary to the best interest of this organization shall be regarded as having resigned from the Board of Directors.

ARTICLE VII – COMMITTEES

- Sec. 1. **Creation Of** The board shall create and designate such special committees as it may deem necessary to carry out the purpose of this organization. Committees shall be appointed by the President.

Sec. 2. **Power** No committee shall be vested with any power to enter into any agreement or contract, or to otherwise obligate this organization; except upon authority from the active membership or its Board of Directors.

Sec. 3. **Indebtedness** No indebtedness shall be incurred by any committee or member on behalf of the organization without the previous consent and approval of the Board of Directors.

ARTICLE VIII – MEETINGS

Sec. 1. **Membership Meetings** There shall be at least nine (9) meetings of the membership each year. Time and place shall be determined by the Board of Directors.

Sec. 2. **Special Meetings** Special Meetings may be called by the President or Board of Directors; provided, however, that announcement of such meeting shall be given the membership at least five (5) days prior to said meeting.

Sec. 3. **Annual Meeting and Awards Banquet** An Annual Meeting and Awards Banquet shall be held between April 1 and June 30, the exact date to be determined by the Board of Directors. The Annual Meeting and Awards Banquet shall:

- a. recognize new Officers and Directors
- b. recognize nominating committee members and audit committee members
- c. the President may, if he or she chooses, present a President's Appreciation Award or Awards
- e. the Board may, if so desiring, present a Board of Directors Award or Awards
- f. the President, upon the recommendation and approval of the Board of Directors, may present other awards to recognize outstanding contributions
- g. transact such other business as may properly come before it

Sec. 4. **Quorum** Members present shall constitute a quorum at all General Membership meetings of the North Springfield Betterment Association.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Sec. 1. **Nominating Committee** The Nominating Committee shall consist of five members elected at a general membership meeting. The nominating committee members are not elected until there is a need to fulfill an officer position that is vacant or to present a slate of candidates to the general membership. The chairperson and two members shall be members of the Board of Directors. Two Nominating Committee members shall not be members of the Board. Any vacancy on the Nominating Committee shall be filled by the Board of Directors. Suggestions for nominations for Officers and Directors may be sent to this Committee by any voting member.

- Sec. 2. **Reporting of Nominating Committee and Nominations from the Floor** The report of the Nominating Committee of its nominations for Officers, Directors, and members of the succeeding Nominating Committee shall be sent to all members prior to the regularly scheduled election. The report of the Nominating Committee shall be presented to the general membership at the regularly scheduled election. Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.
- Sec. 3. **Election Procedure** The election shall be by secret ballot or by a show of hands, provided that when there is but one nominee for each office, the Secretary may be instructed to case the ballot for each nominee. The required number of Directors shall be elected on one ballot with the candidates receiving the greatest plurality considered elected. In the event no plurality is obtained by the required number of candidates for director, then those obtaining a plurality will be considered elected, and the remaining vacancy or vacancies shall be filled on a second ballot between those remaining candidates who have tied with the highest number of votes. A majority of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.
- Sec.4. **Election Date** The regularly scheduled election of Officers and Directors shall be at a general membership meeting preceding the Annual Meeting and Awards Banquet.

ARTICLE X – ACTION

- Sec. 1. **Member and Committee Action** Members and Committees may act in the name of the North Springfield Betterment Association only when authorized to do so by the Board of Directors.

ARTICLE XI – PARLIAMENTARY AUTHORITY

- Sec. 1. **Parliamentary Authority** The rules contained in Robert’s Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XII – AMENDMENTS

- Sec. 1. **Amendments** These Bylaws may be amended by a two-thirds vote of the voting members present and voting at any general meeting provided that amendments were submitted to the membership in writing prior to the meeting.

ARTICLE XIII – INACTIVATION

Sec. 1. **Inactivation** Whether this organization shall be deemed to be inactive shall be decided by a majority vote of the members present at a duly constituted meeting of the members. Prior written notice of the time and place of said meetings, and the intention to vote on whether this organization is to be declared inactive or not, having first been given to members. In the event this organization shall become inactive, then the members of the Board of Directors at that time shall continue to hold office as said members of the Board of Directors during such period of inactivity and until a new Board of Directors shall have been duly elected and qualified. A majority of the said Board of Directors present shall constitute a quorum at a meeting held for the purpose of perfecting plans for this organization to become active again. Prior written notice, addressed to the last known address of each member of said Board of Directors, of time, place and purpose of said meeting having first been given.

ARTICLE XIV – DISSOLUTION

Sec. 1. **Dissolution** In the event of dissolution of the North Springfield Betterment Association, or if for any reason the purposes of the North Springfield Betterment Association should become impossible of performance, all assets remaining after all liabilities and obligations of the organization have been paid, satisfied and discharged, or adequate provision made therefore, shall be distributed to one or more organizations organized and operated for similar exempt purposes, or for religious, charitable, scientific, literary, or education purposed, or for the prevention of cruelty to children or animals, and which have exemption from the federal income tax under Section 501 (c)(3) or the 1954 Internal Revenue Code, or such section as it may be amended, or a corresponding provision of a prior law, or to the Federal, State or Local Government, for a public purpose.