

BYLAWS
(Amended Version 1 – Approved September 20, 2007)
OF
“Central Foothills Neighborhood Association, Inc.”

ARTICLE 1. GENERAL PLAN OF THE ASSOCIATION

- Section 1.1 Name. The name of the Association is Central Foothills Neighborhood Association, Inc. (hereinafter called “Association” or “CFNA”).
- Section 1.2 Personal Application. All people who choose to be a member of the Association are subject to the regulations set forth in the Bylaws of the Association.
- Section 1.3 Boundary. The Association is roughly bordered by 36th Street, Hill Road, and Harrison Hollow Lane and encompasses Lancaster Terrace/Hillway, North Mountain, Hill Road, and Cushman Heights neighborhoods as so depicted on the attached map dated April 2006 and marked Appendix “A.” Sub-districts each having representation on the Board of Directors may be established by a majority vote of the Association members.

ARTICLE 2. MEMBERSHIP, VOTING, DUES

- Section 2.1 Membership. Membership is open to residents age 18 and over located within the Association boundaries. Also, for properties, businesses, and non-profit organizations located within association boundaries, a membership shall be available to one associated property owner, business licensee, and/or representative of a non-profit organization. In no event shall any person be eligible for more than one membership, nor shall more than one membership derive from a property, business, or nonprofit organization. Any qualified individual or entity may become a member of the Association by notifying their sub-district coordinator, by registering on the Association website, by submitting a registration to any member who also submits that registration to the neighborhood sub-district coordinator, or by registering at a general Association meeting. Membership may be terminated by resignation and shall terminate at once for anyone who ceases to reside, own property, or conduct business within the boundaries of the Association.
- Section 2.2 Dues. Dues are not required for membership or voting in the Association. Voluntary contributions, or other sources as authorized by the Board of Directors may be used as an income source for the Association.
- Section 2.3 Voting. Members of the Association are the only persons who may vote. For purposes of voting, membership shall be evidenced through the use of a sign in sheet at the meetings for verification of residence or representation within the boundaries of the Association. The general membership will vote for the election of the Board of Directors, approval of annual meeting minutes and treasurer’s report, amendments to the Articles or Bylaws, removal of a Director, actions at special meetings of the members, establishing a committee, and other Association meeting items requested for membership vote. Each member of record shall be entitled to one vote. There shall be no voting by proxy. Except as otherwise noted, a simple majority vote of members present at the meeting is needed to adopt any action.

Section 2.4 Limitation of Authority of Members and Directors. No member, including any member of the Board of Directors, whether acting individually or for the Board, may represent to any public agency, the media, or other person or entity whatsoever that they represent the Association or the views or desires of the Association or the majority of the members unless such representation, and the essential content of the representations made by such member, has specifically been authorized by a majority vote of the members present at a duly noticed, advertised and constituted meeting of the members and be so documented. However, in the event of special circumstances where time is of the essence, the Board may, after all Board members receive notice through email or other means, authorize the President or any Board member, by approval of two-thirds of the Board members through email communication or through a special Board meeting, the right to take timely or immediate action on a matter that the Board deems the Association should have representation. It is the intent of this section that, whenever possible, the Association shall represent the consensus of the members as determined by majority vote of the members present at the meeting. If consensus of the members cannot be reached, then no representation shall be made in the name of the Association on behalf of its members. It is anticipated that the members shall implement this section by majority vote, of the members present at the meeting, to give general guidance and direction to the elected Board, whenever possible, on specific issues and for implementation of the members' directions and public representations of the Association to the best of their ability. A summary of dissenting views may be transmitted along with any recommendation made by the Association to the City or other entities.

ARTICLE 3. MEETINGS

Section 3.1 Participation. All meetings are open to any person.

Section 3.2 Consent of Authority. Any member who fails to attend any properly noticed meeting shall be deemed to have consented to whatever action transpires at such meeting unless specific objection in writing is lodged with the *Grievance Committee* within five (5) calendar days of such meeting. It shall be the duty of all absent members to acquire from the Secretary or other Director, any and all decisions or actions that occurred at any and all meetings.

Section 3.3 Place of Meetings. All meetings, whether regular, special or annual shall be held at a suitable location within the Association or as close thereto as is reasonably practicable, considering the distance, suitability of facilities, and cost, if any.

Section 3.4 Agenda. Any member of the Association may add any discussion item to the agenda of any meeting by submitting the item in writing to any member of the Board of Directors. The President of the Association, or his or her designee, shall prepare the agenda and provide it to the Secretary to attach to the notice.

Section 3.5 Quorum. In the case of a meeting of the general membership, a quorum shall be in effect when at least twenty (20) members or twenty percent (20%) of the Association members of record, including at least but not limited to one Director or his or her designee are present. In the case of a Board of Directors meeting, a quorum shall be in effect when at least a majority of the Directors are present for at least 50% of the meeting. If a quorum is not present, then those present may take informal action, but any communication regarding that action shall state the lack of a quorum unless the action is ratified at a subsequent meeting at which a quorum is present.

Section 3.6 Type, Calling, Actions and Notice.

Meeting & How to Call	Permissible Actions & Notification Requirements
<p>Annual Meeting of the Members There shall be at least one general membership meeting yearly. The meeting shall occur during the first quarter of the calendar year. The meeting shall be conducted according to the agenda.</p>	<p>Actions which may occur include: (1) Election of Board of Directors/Officers; (2) To discuss, act, or implement members’ directions and public representations of the Association; (3) Discuss or act on business related to the Association; and (4) Actions listed under “Special Meetings of the Members.”</p> <p>Notification: The time, place and agenda of the meeting shall be given to each member of record of the Association, by mailing to such member at least five (5) calendar days prior to said meeting, or by advertisement in a daily newspaper of general circulation in the City of Boise, or by e-mail, or by telephone or by personal notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid.</p>
<p>Special Meetings of the Members A special meeting of the members may be called and scheduled by any member of the Board of Directors or upon the agreement of not fewer than twenty percent (20%) of the Association members of record evidenced by their signature and delivered to the Association secretary. The meeting shall be conducted according to the agenda.</p>	<p>Actions which may occur include: (1) To amend the Association’s Articles and Bylaws. Members of the Association must be notified of proposed bylaws amendments at least five (5) calendar days in advance of the meeting at which they would be considered; (2) To vote to remove a Director; (3) Election of Board of Directors and Officers if there is a lack of a quorum at the “Annual Meeting of the Members;” (4) To vote on a grievance; (5) To create Association Sub-Districts and elect their representatives; (6) To discuss, act, or implement members’ directions and public representations of the Association; and (7) To discuss or act on business related to the Association.</p> <p>Notification: Shall be the same as for Annual Meeting of the Members.</p>
<p>Regular Meeting of the Board of Directors Meetings will be scheduled as needed. The meeting shall be conducted according to the agenda.</p>	<p>Actions which may occur include: (1) Establishing a committee; (2) Selecting meeting date of the annual meeting of members; (3) Authorizing fund sources for the Association; (4) To fill a vacancy during a Director/officer’s term; (5) To discuss, act, or implement members’ directions and public representations of the Association; and (6) To discuss or act on business related to the Association.</p> <p>Notification: The President or designee shall notify Board members of the regular meeting dates at least five (5) calendar days prior to said meeting by e-mail, or by telephone, or by United States mail. Meeting dates may also be posted on the Association website or daily newspaper of general circulation in the City of Boise.</p>
<p>Special Meeting of the Board of Directors A special meeting of the Board of Directors may be called at any time by the President, or by the Vice President, or any Director with reason to do so in the context of the action required and the timeframe that exists until upcoming meetings.</p>	<p>Actions which may occur include: (1) To make decisions that require timely or immediate action, by approval of two-thirds of the board members, for public representation of the Association to governmental and/or other organization entities, and include, but are not limited to, proposed development projects or proposals; (2) To resolve grievance issues. The complainant and grievance committee shall be notified of such meeting by mail; (3) To discuss, act, or implement members’ and/or board directions and public representations of the Association; and (4) To discuss or act on business related to the Association.</p> <p>Notification: The notice provided to members of the Association by the applicant or applicant’s representative of development plans or proposals shall be considered adequate notice to the Association. The President or designee shall notify Board members of special meetings by e-mail, or by telephone, or by personal notice, or by United States mail.</p>

ARTICLE 4. BOARD OF DIRECTORS

Section 4.1 Board of Directors. The Board of Directors shall consist of not less than three (3) individuals and not more than nine (9), each of who at all times shall be a member of the Association. The members of record shall elect the Board of Directors from candidates nominated by the members of record. The Board of Directors shall have authority to manage the day-to-day business affairs of the Association between membership meetings. The Board of Directors shall be accountable to the membership; shall seek the views, whenever possible, of those affected by any proposed policies or actions before adopting any recommendation on behalf of the Association; and shall strictly comply with these Bylaws to the best of their ability. The Board may, after all Board members receive notice through e-mail or other means, authorize the President or any Board member, by approval of two-thirds of the Board members through e-mail communication or through a special Board meeting, the right to take timely or immediate action on a matter that the Board deems the Association should have representation.

Section 4.2 Directors. The Directors of the Association shall be elected by the members as President, Vice President, Secretary and Treasurer and may also include sub-district coordinators. The Secretary and Treasurer may be one individual. Directors may express their views or opinions outside the conduct of normal duties, but when communicating on behalf of the Association may do so only, to the best of their ability, in accordance with ARTICLE 2, Section 2.4.

President. The President shall prepare the agenda, facilitate meetings and be the primary representative of the Association. At his or her discretion, the President may designate another member of the Association or any other person to serve as the spokesperson for the Association at a specific event or on a specific topic.

Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Secretary. The Secretary shall keep and publish minutes of meetings, see that all notices are duly given in accordance with the provision of these Bylaws, be custodian of the Association records, keep a register of the post office address of each active member, which shall be furnished to the Secretary as part of the "Official Membership List"; keep a register of committee membership; and in general, perform all the duties incident to the office of Secretary.

Treasurer. The Treasurer shall have charge of all Association funds; deposit them in an account in the name of the Association; make a complete financial statement at the Annual Meeting; with the other Directors review the books annually; and prepare or have prepared all Association state and federal tax forms when and if necessary.

Sub-district Coordinators. Specific neighborhood subdivision/areas or sub-districts, each having representation on the Board of Directors, may be established by a majority vote of the Association members. Sub-district coordinators will serve as liaisons for their neighborhood area, recruit new members, coordinate neighborhood information and notices, serve on the association grievance committee, and perform other tasks as determined by the President of the Association.

- Section 4.3 Election of Board of Directors. Association members at the Annual Meeting shall elect the Board of Directors. Any member is eligible to run for any office and may be nominated by any other member or by him or herself. Directors shall be elected for one-year terms and such term shall begin immediately after their election. The duties of the Directors shall be as provided in these Bylaws and as may be assigned to them by the Board of Directors, if not so stated herein.
- Section 4.4 Removal of a Director. Removal of a Director may occur at a special meeting of the members called and properly noticed for that purpose, by the affirmative vote of a two-thirds (2/3) vote of the members of record present at the meeting.
- Section 4.5 Automatic Removal from Office. A Director who has three (3) un-excused absences for consecutive meetings or misappropriates Association funds shall be automatically removed from the Board of Directors. A Director who falsely represents the Association, in violation of ARTICLE 2, Section 2.4 may be removed from the Board of Directors by a majority vote of the Board of Directors.
- Section 4.6 Vacancies. A vacancy in any office because of resignation, removal, disqualification or otherwise, may be filled by appointment by the Board of Directors for the unexpired portion of the term.
- Section 4.7 Compensation. No Board Director shall receive any compensation from the Association for their service. No Director may use or appropriate any Association funds or assets for any personal or non-association use at any time.
- Section 4.8 Communications. The Association email address(s) shall only be used for official Association business. Use of the Association email address(s) for personal correspondence is prohibited. All correspondence in the Association email accounts is the property of the Association. By using the Association email accounts, the individual agrees to the terms and restrictions. Only information and media that is not copyrighted, licensed, patented, or restricted for use in any way or manner, or permission has been granted or referenced for its usage, may be included on the Association website. Association information or media needs to be cleared or submitted by the Secretary or President or his or her designee before the webmaster posts to the official Association website. Webmaster(s) are to follow all legal compliance and restrictions on the content, information, and materials used on the website. Use of the Association website and email is at the individual's own risk.

ARTICLE 5. COMMITTEES

- Section 5.1 Committee Formation, Membership and Authority. At the request of any member, the Board of Directors or membership may establish or modify a committee with a simple majority vote of those present at the meeting. In the event of extenuating circumstances, the President or his or her designee may also establish a committee and/or modify such committee. Members of a committee shall work in union to achieve the purposes of the committee, and may be comprised of any Association member who desires to be part of said committee. It is recommended that each committee select a chairperson and/or spokesperson to schedule and facilitate all committee meetings. The chairperson/spokesperson will represent the committee and give regular updates at pertinent Association meetings. Committees shall make recommendations to the Board of Directors and/or members. Committees may, as necessary, work together in a collaborative effort with other committees within the Association. Association committees and/or representatives may also participate in various outreach activities with other neighborhood associations or organizations.

Members communicating or seeking official representation on behalf of the Association may do so only in accordance with ARTICLE 2, Section 2.4.

Section 5.2 Standing Committees. The association shall have at least two (2) committees:

- (1) A *Public Agency Committee*, whose purpose is to monitor meetings, agendas and actions of public agencies and commissions, including but not limited to the Ada County Highway District, Ada County Commissioners, and Boise City. It shall also be the purpose of this committee, along with any interested Association members, to participate in Association related Boise City Planning and Development meetings and other public agency meetings as necessary.
- (2) A *Grievance Committee*, whose purpose is to receive complaints and promptly recommend specific actions to the Board of Directors.

Section 5.3 Other Committees. Other committees shall be established and/or modified as necessary in accordance with ARTICLE 5, Section 5.1. Other committees may include but are not limited to the following:

- (1) *Site Development Committee*, whose purpose is to review, analyze, and provide written comments when possible to the Board of Directors and/or members of any proposed site development plans or proposals that have the potential of materially affecting residents living within the boundaries of the Association.
- (2) *Fund Raising and Neighborhood Reinvestment Committee*, whose purpose is to coordinate, develop plans, and make recommendations to the Board of Directors and/or members for any and all fundraising activities of the Association. It is also the purpose of this committee to identify eligible projects, establish a project election procedure and apply for neighborhood reinvestment funds.
- (3) *Neighborhood Planning Committee*, whose purpose is to conduct neighborhood planning in the manner described in the official “Neighborhood Planning Guide” of Boise City.
- (4) *Public Relations Committee*, whose purpose is to coordinate and make recommendations to the Board of Directors and/or members on executing a media plan and developing a public relations strategy.

ARTICLE 6. GRIEVANCE PROCEDURES

Section 6.1 Eligibility to Grieve. A member of the Association adversely affected by an action of the Board of Directors may submit in writing a complaint to any member of the *Grievance Committee*. Such complaint shall be provided in writing within five (5) calendar days of the meeting where such action took place.

Section 6.2 Complaint Receipt and Resolution by Board. Within ten (10) calendar days of receipt of the complaint, the committee shall arrange with the complainant a mutually acceptable place, day and hour for a review of the complaint, and will in writing, within five (5) calendar days of such meeting, mail a recommended resolution of the grievance to the complainant and each member of the Board of Directors. The Board of Directors shall hold a special meeting within ten (10) calendar days of the receipt of the letter from the *Grievance Committee* to determine, by vote, whether or not the committee’s recommendation is acceptable to the Board of Directors.

Section 6.3 Final Resolution. If the Board is unable to resolve the grievance, then final resolution of the complaint shall be by a majority vote of the membership present at a special meeting of the membership. The President of the Association, or his or her designee, shall be obliged to call this meeting which shall be held within fourteen (14) days of the vote of the Board.

ARTICLE 7. AMENDMENTS

Section 7.1 Voting Procedures. At a membership meeting, the Association Articles of Incorporation and Bylaws and any attachments thereto may be amended or new Bylaws adopted. Such changes may occur by the affirmative vote of two-thirds (2/3) of the members of record present at the meeting. Amendments go into effect immediately following their adoption.

ARTICLE 8. CONFLICT OF INTEREST POLICY

Section 8.1 Conflict of Interest Policy. The Conflict of Interest Policy attached hereto and incorporated herein by reference, marked Appendix “B”, is hereby adopted and shall be immediately in effect and followed.

Section 8.2 Acknowledgment of Conflict of Interest Policy. The Acknowledgment of Conflict of Interest Policy form, to be completed annually by the Board of Directors and/or Officers, is attached hereto by reference marked Appendix “C”.

ARTICLE 9. ADOPTION OF ARTICLES OF ASSOCIATION AND BYLAWS

Section 9.1 Adoption of Articles and Bylaws. The undersigned, being a majority of the members present at the meeting of the Association held May 18, 2006, do hereby certify that the Articles of Incorporation and the foregoing Bylaws constitute the Articles and Bylaws of the Association:

(See original Bylaws document for signatories)

Section 9.2 Amended v1 Bylaws. The Central Foothills Neighborhood Association (CFNA), at a meeting on September 20, 2007 with a quorum of 22 members, as evidenced in the official minutes and sign in sheet, voted to approve all amendments, changes, attachments in BYLAWS Amended v1. The affirmative vote of at least two-thirds of members of record present at the meeting consisted of 20 (twenty) yes votes and 0 (zero) no votes. Meeting notification of time, place, and agenda appeared in *The Idaho Statesman* newspaper on September 16, 2007. The CFNA BYLAWS Amended v1 are to be in full force and effect as of September 20, 2007.
