

BYLAWS
Of
SUNSET NEIGHBORHOOD ASSOCIATION
ARTICLE I.
GENERAL PLAN OF OWNERSHIP

Application

Section 1. All people who choose to be a member of the Association are subject to the regulations set forth in the Bylaws of the Association.

Boundary

Section 2. The boundary is as so depicted on the attached map, Attachment A. The Association is bound on the North by Hill Road, on the South by State Street, to the East by 28th Street, while outside the official Neighborhood boundaries, are considered to be members if they choose to participate in our association.

Sub-districts each having representation on the Board of Directors may be established by a majority vote of the Association members.

ARTICLE II.
MEMBERSHIP, VOTING, DUES

Eligibility

Section 1. Membership is open to residents, property owners, renters, business licensees, and representatives of nonprofit organizations located within the Association boundaries. In no event shall any person be eligible for more than one membership. Membership may be terminated by resignation and shall terminate at once for anyone who ceases to reside, own property or conduct business with in the boundaries of the Association.

Dues

Section 2. 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. Any income realized by the Association will be used to pursue the purposes of the Association. No Board member will receive an income.

Voting

Section 3. For purposes of voting, signing name and address in the "Official Membership List" shall evidence membership. Each member shall be entitled to one vote. There shall be no voting by proxy. Except as otherwise noted, a simple majority vote is needed to adopt any action.

Authority

Section 4. 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 vote of the members and be so documented. It is the intent of this section that the Association shall represent the consensus of the members, and if the consensus cannot be reached, then no representation shall be made in the name of the Association on behalf of its

BYLAWS
Of
SUNSET NEIGHBORHOOD ASSOCIATION

members. It is anticipated that this section shall be implemented by the members, by majority vote, giving general guidance and direction to the Board on specific issues, and the Board shall then give specific direction to the elected officers for the implementation of the members directions and public representations of the Association. A summary of dissenting views shall be transmitted along with any recommendation made by the Association to the City.

ARTICLE III.
MEETINGS

Participation

Section 1. All meetings are open to any person.

Consent

Section 2. 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 Board of Directors within five (5) calendar days of such meeting. It shall be the duty of all absent members to acquire from the Secretary or other Board of Directors, any and all decisions or actions that occurred at any and all meetings.

Place to Meet

Section 3. All meetings, whether regular, special or annual shall be held at a suitable location within the Association or as close thereto as is reasonably practical, considering the distance, suitability of facilities, and cost, if any. When practical, public meeting places such as libraries and schools are preferred.

Agenda

Section 4. 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 shall prepare the agenda, and provide it to the Secretary to attach to the meeting notice.

Annual Meeting

Section 5. There shall be at least one general membership meeting yearly. The meeting shall occur in October. Business to be covered at the annual meeting shall include a report on activities of the previous year, and planned activities for the coming year. Actions which may occur include: 1) election of Board of Directors and Officers, 2) to discuss items placed on the agenda by a member, 3) actions listed under "Special Meeting".

Special Meetings

Section 6. Special meetings of the general membership may be held, at the call of the President or the Board of Directors, or upon the agreement of not fewer than ten percent of the Association membership, as necessary to further the purpose of this association. Actions which may occur include: 1) amending the Association's Articles and Bylaws. Members of the Association must be notified of proposed bylaws amendments in writing at least five calendar days in advance of the meeting at which they would be considered. 2) voting to remove an officer or Board of Director, 3) electing of Board of Directors and Officers if there is a lack of quorum at the Annual Meeting, 4) discussing items placed on

BYLAWS
Of
SUNSET NEIGHBORHOOD ASSOCIATION

the agenda by a member, 5) voting on a grievance, 6) creating an Association Sub-Districts and representation.

Notice

Section 7. Notice of time, place and agenda of each general membership meeting shall be given to each member of record of the Association, by mailing or by internet to such member, at least seven days prior or hand delivered at least five days prior to said meeting, or by advertisement in a daily newspaper of general circulation in the City of Boise. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid.

Members Quorum

Section 8. In the case of a meeting of the general membership, a quorum shall be in effect when at least twenty-five members or twenty five percent (25%) of the members of record, including the President or his or her designee are present. 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. The act of a majority of the general membership at a meeting when a quorum is discussed as described above is present shall be the act of the Association.

Board Meetings

Section 9. The Board of Directors shall meet quarterly in accordance with a schedule established at the annual membership meeting. The general membership is encouraged to attend these meetings. Actions which may occur include: 1) establishing a committee; 2) selecting the meeting date of the annual meeting of the members; 3) authorizing fund sources for the association; and 4) to fill a vacancy during an officer's term; 5) to discuss items placed on the agenda by a member. For the quarterly board meetings, no further notice other than the dates announced at the annual meeting are required, unless those dates are subsequently changed. Then, the full notice procedure outlined in Member's Meetings shall be followed.

A special meeting of the Board of Directors may be called at any time by the President, or in his or her absence, by the Vice President, or any Board of Director with reason to do so. Actions which may occur include 1) to review proposed development projects and take action at Boise City Code required meetings. The notice provided to members of the Association by the applicant or applicant's representative of such development proposal shall be considered adequate notice to the Association; 2) to resolve grievance issues. The complainant and the Board shall be notified of such meeting by mail; and 3) to discuss items placed on the agenda by the member. For special board meetings, notice shall be to the entire Board of Directors by the United States mail.

Board Quorum

Section 10. In a meeting of the Board of Directors, a quorum shall be in effect when at least fifty percent (50%) of the Board of Directors, including the President or his or her designee are present. 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

BYLAWS
Of
SUNSET NEIGHBORHOOD ASSOCIATION

is present. The act of a majority of Directors at a meeting when a quorum as described above is present shall be the act of the Association. Refer to Article II, Section 4, and Article IV, Section 1, for accountability to the general membership.

Article IV.

BOARD OF DIRECTORS/OFFICERS

Board

Section 1. The Board of Directors shall consist of not less than three (3) individuals and not more than ten (10), each of whom at all times shall be a member of the Association. The Board of Directors and Officers shall be elected by the members of record from candidates nominated from the members of record. The affairs of the Association shall be managed by a Board of Directors in the interim between general meetings of members. The board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions in a public meeting format before adopting any recommendation on behalf of the association; and shall strictly comply with these Bylaws.

Officers

Section 2. The elective officers of the Association shall be President, Vice President, Secretary and Treasurer. The Secretary and Treasurer may be one individual. Officers, communicating on behalf of the Association, may only do so in accordance with Article II, Section 4.

President. The President shall prepare the agenda, facilitate meetings and be the primary representative of the Association at public meetings of the Association or of local government. He or she shall perform all other duties usually pertaining to the office of President.

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 of the powers of and be subject to all the restriction upon the President. He or she shall perform all other duties usually pertaining to the office of Vice 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 in the "Official Membership List", keep a register of committee membership, and in general perform all of 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 and, with the other officers, review the books annually. He or she shall perform all other duties usually pertaining to the office of Treasurer.

Election

Section 3. The Board of Directors and officers shall be elected by Association members at the Annual Meeting. Any member is eligible to run and may be nominated by any other member or by him or herself. Board members shall have a two year term that is renewable upon re-election. Officers shall be elected for one year terms and such term shall begin immediately after their election. The duties of the

BYLAWS
OF
SUNSET NEIGHBORHOOD ASSOCIATION

officers shall be as provided in these Bylaws and as may be assigned to them by the Board of Directors, if not so stated herein.

Removal

Section 4. Removal of an officer 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.

A Board of Director who has three (3) un-excused absences for consecutive meetings shall be automatically removed from the Board of Directors. A Board member who falsely represents the Association, as described in Article II, Section 4, shall be automatically removed from the Board.

Vacancies

Section 5. 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.

**ARTICLE V.
COMMITTEES**

Organization

Section 1. At the request of any member, a committee may be established by the Board of Directors. 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. Appointments to a committee are not permitted. Committees shall make recommendations to the Board of Directors.

Standing Committees

Section 2. The Association shall have at least three 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 Planning Association, and Boise City. It shall also be the purpose of this committee to participate in ongoing dialogues with developers and the City regarding development projects. After receiving general direction from the Association, this committee is authorized to speak on behalf of the neighborhood association, and empowered to negotiate, with the Association understanding that negotiations are a dynamic process and that the details of the original Association position may need to be modified by this committee in order to achieve the Association's most important underlying principles. When providing general direction to this committee it is the general membership's responsibility to outline what those underlying principles are, allowing the committee some latitude in the details of how those underlying principles may be achieved so that the committee may work with them in the best ways possible.
- 2) **A Neighborhood Reinvestment Committee**, whose purpose, in part, is to apply for neighborhood reinvestment funds. The committee's purpose is not limited to seeking funding from the City reinvestment fund, but may explore the multiple ways the neighborhood may be invested in, both by the neighborhood itself, and other organizations. Aspects of this committee's

BYLAWS
Of
SUNSET NEIGHBORHOOD ASSOCIATION

responsibilities include identifying eligible projects, to establish a project election procedure, to ensure that the Association's project manager for each project is clearly identified. Given the financial implications of this committee, this committee shall always include either the President or the Treasurer, or both, as a member.

- 3) A Grievance Committee, whose purpose is to receive complaints and promptly recommend specific actions to the Board of Directors.

Potential Committees

Section 3. Committees including but not limited to the following may be formed:

- 1) Community Building Committee, whose purpose is to bring the people of the community together in fun, informal ways so that the people of the neighborhood may get to know each other. It is these informal meetings and activities that often form the foundation of the strongest Associations. The difference between the Neighborhood Reinvestment Committee and the Community Building Committee is that the Neighborhood Reinvestment Committee is project oriented, and the Community Building Committee is activity oriented.
- 2) Neighborhood Planning Committee, whose purpose is to conduct neighborhood planning in the manner described in the official "Neighborhood Planning Guide" of Boise City.

ARTICLE VI.
GRIEVANCE PROCEDURES

Eligibility

Section 1. 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.

Resolution

Section 2. Within five (5) 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 and/or action, of the grievance to the complainant and each member of the Board of Directors. The Board of Directors shall hold a special meeting within five (5) calendar days of the postmarked letter from the Grievance Committee to determine whether or not the committee's recommendation is acceptable to the Board of Directors or complainant.

Final

Section 3. If the Board is unable to resolve the grievance, then the final resolution of the complaint shall be by vote of the membership at a special meeting of the membership. The Board shall be obliged to call this meeting.

BYLAWS
OF
SUNSET NEIGHBORHOOD ASSOCIATION
ARTICLE VII.
AMENDMENTS

Amendments

Section 1. These Articles of Association, Bylaws, and any attachments hereto, may be altered, amended or rescinded, 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 properly noticed meeting. For the association to maintain status as a City-recognized neighborhood association, members shall only be voting on items that have previously been reviewed and recommended by the City to go forward for a membership approval vote. Amendments go into effect immediately following their adoption.

ARTICLE VIII.

ADOPTION OF ARTICLES OF ASSOCIATION AND BYLAWS

The undersigned, being a majority of the members present at the meeting of the Association held (date) Jan. 12, 2015 do hereby certify that within and foregoing Articles of Association and Bylaws constitute the Articles and Bylaws of such Association:

1. Mary Ann Davis
2. Richard Castle
3. LORALEE GRAY
4. ANNIE WOLF
5. Tom Throuth
6. DAVE FUSSELMAN
7. KAREN JONNARD
8. Michelle Doane
9. _____
10. _____
11. _____
12. _____
13. _____
14. _____
15. _____
16. _____
17. _____
18. _____
19. _____
20. _____
21. _____
22. _____
23. _____
24. _____
25. _____

**BYLAWS
Of
SUNSET NEIGHBORHOOD ASSOCIATION
ATTACHMENT A. DEPICTION OF BOUNDARY**

