

**BYLAWS
OF SPRINGDALE NEIGHBORHOOD ASSOCIATION, INC.**

ARTICLE I. NAME

The name of the Association shall be the "Springdale Neighborhood Association, Inc." (SNA) It shall include the entire 06907 zip code area and the east side of Haig Avenue north of Saint Charles Avenue in Stamford, Connecticut, which is known as Springdale.

ARTICLE II. PURPOSE

The SNA shall be a neighborhood association. Its purpose shall be to safeguard the mutual interest and welfare of its members; to preserve and enhance the beauty and tranquility of the area; to promote the safety of its inhabitants; to protect the integrity of the environment; and to enhance the quality of life of Springdale residents.

ARTICLE III. MEMBERSHIP

Section 1. Regular Membership. Regular membership is open to all persons eighteen (18) years of age or older, businesses or organizations located in Springdale who subscribe to the purposes of the SNA and who have paid current annual dues to the SNA.

Section 2. Junior Membership. Junior membership is open to all persons twelve (12) through seventeen (17) years of age located in Springdale who subscribe to the purposes of the SNA and who have paid current annual dues. Junior members shall have all the privileges of membership except those of voting and holding office.

Section 3. Associate Membership. Associate membership is open to all persons eighteen (18) years of age or older not located in Springdale who subscribe to the purposes of the SNA and who have paid current annual dues to the SNA. Associate members shall have all the privileges of membership except those of voting and holding office.

Section 4. Honorary Membership. The title of Honorary Membership may be conferred by the Board of Directors on any person who has given extraordinary service or support to the SNA. Honorary members shall pay no dues and shall be entitled to all the privileges of membership except those of voting and holding office. Honorary membership shall not exclude regular members.

Section 5. Dues. The annual dues for all categories of membership shall be proposed by the Board of Directors and voted on by members at the Annual Meeting. Dues shall be due by the Annual Meeting date.

ARTICLE IV. OFFICERS

Section 1. Election and Term of Office. The officers of the SNA shall be a President, a 1st Vice President, up to three 2nd Vice Presidents, a Secretary and a Treasurer. Each Officer shall be elected by majority at each annual meeting of the SNA from among its regular members and shall hold office for one year or until their respective successors shall be elected. Officers shall take office at the close of the meeting.

ARTICLE V. DUTIES OF OFFICERS

Section 1. President. The President shall be the principal executive officer of the SNA and shall in general supervise all business and affairs of the SNA. He/She shall preside at all meetings of the SNA and of the Board of Directors at which he/she is present; with the Treasurer, sign all deeds, leases, agreements and other instruments; co-sign checks over twenty-five hundred dollars (\$2,500.00) with the Treasurer or the Secretary; serve as ex-officio member on all committees except Nominating and Audit; and perform such other duties as the Board of Directors and the SNA may from time to time direct.

Section 2. Vice President. In the absence of the President or in the event of his/her inability to act or conflict of interest, 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. He/She shall perform such other duties as from time to time may be assigned to him/her by the President, the Board of Directors or the SNA.

Section 3. Secretary. The Secretary shall keep the minutes of the meetings of the SNA and of the Board of Directors, reporting them at each meeting; in the absence of the Secretary, a Secretary protempore shall be appointed by the chair of the meeting; maintain all records of the SNA; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the membership of the SNA with the address of each member; co-sign checks over twenty-five hundred dollars (\$2,500.00) with the President or Treasurer; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President, the Board of Directors or the SNA.

Section 4. Treasurer. The Treasurer shall be responsible for all property of the SNA; collect all dues and all monies due the SNA from whatever source and shall deposit the same in a bank or banks in the name of the SNA and notify the Board of Directors of the bank or banks which have been selected; pay all debts of the SNA subject to the approval of the Board of Directors; co-sign with the President or Secretary all checks and/or drafts upon the funds of the SNA over twenty-five hundred dollars (\$2,500.00) wherever the same shall be deposited; with the President, sign all deeds, leases, agreements and other instruments; present a financial report at each meeting of the Board of Directors and of the SNA; in consultation with the President, arrange for an annual audit of the books; and perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 5. Vacancies. In the case of a vacancy in the Presidency, the Vice President shall succeed for the term. In the case of a vacancy in any other office of the SNA, the Board of Directors shall elect a regular member of SNA to fill the vacancy.

Section 6. Nominations. The Board of Directors annually, at the March meeting, shall elect five (5) regular members to serve as a nominating committee. The Committee shall prepare a slate consisting of one (1) candidate for each office and shall send it to the Secretary to be mailed with the call to the Annual Meeting.

ARTICLE VI. MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the SNA shall be held in the month of June each year. At the Annual Meeting officers and directors shall be elected, the Treasurer shall report on the financial transactions for the year, the audit shall be received, the Board of Directors shall report, annual dues shall be set and a budget shall be adopted, and such other business shall be transacted as shall properly come before the Annual Meeting. Election, if contested, may be made by voice vote.

Section 2. Special Meetings. Special meetings of the SNA may be called at any time by the President, a majority of the Board of Directors, or by twenty (20) regular members of the SNA upon written request to the Secretary. Notice of special meetings may be given in writing or by telephone.

Section 3. Quorum. Twenty (20) regular members shall constitute a quorum for the transaction of business at all meetings of the SNA.

Section 4. Voting. Each regular member of the SNA present at a meeting shall be entitled to one vote. Voting by proxy shall not be permitted.

Section 5. Fiscal Year. The fiscal year of the SNA shall begin on the first day of July and end on the 30th day of June.

ARTICLE VII. COMMITTEES

Standing or special committees as from time to time deemed necessary may be established by the Board of Directors, by the President and by the SNA at special and regular meetings. SNA members who are not members of the Board of Directors may be appointed to such committees.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Management. There shall be a Board of Directors comprised of the Officers and up to eighteen (18) regular members. The Board of Directors shall be responsible for the general management and direction of the affairs of the SNA between the Annual Meetings.

Section 2. Election and Term of Office. Each Director shall be elected by majority at an Annual Meeting of the SNA and take office at the close of the Annual Meeting. The term of a Director who is not an officer shall be two (2) years. In 1992 only, an equal number of directors shall be elected for one (1) year and two (2) year terms each. Nominations for the Board of Directors may be made from the floor at the annual meeting.

Section 3. Vacancies. A regular member of the SNA shall be elected to fill vacancies on the Board of Directors between Annual Meetings by a majority vote of the Directors present and voting at any meeting of the Board of Directors. Any regular member may volunteer for consideration.

Section 4. Meetings. Regular meetings of the Board of Directors shall be held at least every two months in November/December, January/February, March/April, May/June. The dates of the meetings will be set at a meeting of the Board of Directors on the first Wednesday of September and shall be posted on the SNA Community Bulletin Board within two (2) weeks. The time and place of the meetings shall be directed by the President and Secretary. Changes will be posted thirty (30) days in advance of the meetings. Board meetings shall be open to all members.

Section 5. Special Meetings. Special Meetings of the Board of Directors shall be held upon the call of the President, or the Secretary upon the written request of any three (3) members of the Board of Directors. Written or telephone notice of the time and place of such meeting shall be given.

Section 6. Quorum. One-third (1/3) of the Board of Directors of which one (1) shall be an Officer shall constitute a quorum for the transaction of business.

Section 7. Removals. The Board of Directors shall submit their reasons to the membership for proposed removal of any Officer or any member of the Board of Directors for violation or dereliction of duty. Removal shall take place by vote of the membership. Any member of the board of Directors who is absent for two (2) consecutive meetings without valid excuse to the President may be removed from the Board of Directors by majority vote of the Board of Directors.

ARTICLE IX. DISSOLUTION

The SNA may be dissolved at any time by a three-fourths (3/4) vote of members present and voting and with a quorum present. Written notice of intent to dissolve must be given and shall be sent by mail to each member at the last known address as it appears in the records of the SNA not less than ten (10) days or more than twenty-one (21) days prior to the date of the meeting. After payment of the debts and liabilities of the SNA, the net assets thereof shall be distributed according to legal requirements to: 1. a succeeding neighborhood association having a common purpose as the SNA, or if the preceding is not applicable, 2. a not-for-profit organization as determined by the regular members present and voting.

ARTICLE X. AMENDMENTS OF THE BYLAWS

These Bylaws may be amended by a three-fourths (3/4) vote of members present and voting at any meeting provided that notice shall be given not less than ten (10) days or more than twenty-one (21) days prior to the date of the meeting. The Secretary shall mail a notice of such proposed amendment to each member with the notice of the meeting. The Board of Directors shall recommend adoption or rejection of any proposed amendment to these Bylaws.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the SNA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which the SNA may adopt.

Adopted: May 20, 1992
Amended: June 17, 1992
Amended: June 10, 1999
Amended: June 13, 2002