

**BYLAWS OF
THE HARPER WOODS
NEIGHBORHOOD ECONOMIC DEVELOPMENT COALITION**

**Article I
Offices**

Section 1. Principal Office

The principal office of the corporation is:
20010 Kelly Road, Harper Woods, Michigan 48225

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws.

**Article 2
Name and Purposes**

Section 1. Name

The name of the organization will be:
HARPER WOODS NEIGHBORHOOD ECONOMIC DEVELOPMENT COALITION.

Section 2. Purpose

The Purpose of the HWNEDC is to assist in organizing residents of Harper Woods to achieve the collective goal of improving the quality of life for all residents. The Organization will endeavor to empower residents to become involved in community-based activities that promote the general welfare of the Harper Woods Community through neighborhood economic development, educational awareness, community cohesion, community beautification and public safety initiatives. This Organization is organized for various public purposes that promote the general well-being of Harper Woods residents via non-political activities, but in cooperation with the City of Harper Woods.

Article 3. Membership

A member of the HWNEDC is defined in the bylaws as a resident of the community who has filled out a membership application form. Membership is open to city employees and city officials. Unbecoming conduct or other behavior that reflects negatively on the HWNEDC or the community by a member may result in termination of membership.

Article 4. Officers and Directors

Section 1. Administration

The affairs of the HWNEDC shall be managed by or under the direction of its officers.

Section 2. Composition

The HWNEDC officers shall consist of a president, vice-president, secretary, treasurer and a sergeant at arms. There will be **two** directors.

Section 3. Qualifications and Tenure

Any HWNEDC member -other than city officials or city department managers or a resident running for city office -is eligible to serve as an officer or director or liaison. Officers and directors shall serve for a two-year term, and no officer or director may serve more than two consecutive full terms in the same position. The term of office shall begin at the first of the year. Any vacancy in an elective office occurring between elections may be filled for the remainder of the term by the president with the approval of the other officers and directors.

Section 4. Duties of Officers

- The president will provide the executive leadership for the organization. The president shall call and preside over meetings of the board and the membership. The president shall keep members informed of HWNEDC activities and policies and ensure the information is disseminated appropriately to the organization.
- The vice-president serves as a thought partner and resource to the president and assumes the duties of president if the president is absent.
- The secretary shall issue notices for all meetings, preserve all minutes, including attendance, notices and copies of communications, publications, and documents of importance to HWNEDC.
- The treasurer oversees all HWNEDC. financial matters, including dues, gifts, bank accounts, and reimbursements. The treasurer shall prepare and submit the annual

HWNE DC financial report and appropriate tax forms, as required by the IRS to the president by the end the fiscal year.

- The Sergeant-at-arms will greet members, circulate attendance sheets and announcements, seat arrivals, maintain proper procedures and order, collect ballots, and oversee the cleanup process after meetings, either alone or with the help of other board members.

Section 5. Duties of Directors

Directors will select the HWNE DC officers every two years and assist officers as needed.

Section 6. Obligation of Officers and Directors

Officers and Directors are obligated to support the mission of the HWNE DC and to act in the best interests of the HWNE DC and its members. Attendance at board meetings, whether in person or virtually, is an expectation of these roles. All officers and directors are required to keep their contact information current and must provide a phone number and email address.

Section 7. Resignation and Removal

Any officer or director may resign with a written resignation delivered to the president and secretary of the organization via hard copy or email. Such resignation is effective upon receipt unless it is specified to be effective later.

Unbecoming conduct or other behavior that reflects negatively on the HWNE DC or the community by an officer, a director or liaison, may result in termination of office.

An officer can be removed by a vote of the membership. Officers shall have the authority to fill any vacancies for the remainder of the term.

Article 5 Standing Committees and Liaisons

Section 1. Standing Committees

- Beautiful Neighborhoods
- Education
- Special Events
- Crime Reduction/Law Enforcement
- Nominating Committee

Section 2. Committee Reports

Committees will report at each monthly member meeting.

Section 3. Special Committees

The president, in consultation with officers and directors, may appoint special committees and designate their purpose.

Section 4. Liaison

Liaisons report to officers and should attend general monthly meetings regularly.

- Communications Director
- Community Goodwill Ambassador
- City Liaison

Article 6 Meetings

Section 1. General Meetings

There shall be one membership meeting of the HWNEDC each month. Meetings may be in person or by electronic or other virtual means where a dialogue can be conducted.

Section 2. Board Meetings

Officers and directors shall meet a minimum of six times a year, either in person, by telephone, or other electronic means where a dialogue can be conducted. Board Meetings shall be held whenever called by the president. Two-thirds of the board shall constitute a quorum.

Section 3. Annual Meetings

An annual meeting will be held every two years in December to elect officers and directors.

Section 4. Special Meetings and Resolutions

Officers may call special meetings, to be held whenever and wherever it designates, or may instead submit resolutions to HWNEDC members by mail (including electronic mail). Both require the secretary to send a notice of the officers' action to HWNEDC members before the special meeting, including the meeting's time, place, and purpose; in the case of a meeting by email, the notice shall be accompanied by a ballot and shall set forth the text of each resolution, briefly stating its effect and purpose. The notice must be sent to HWNEDC members at least 5 days before the date of the meeting.

Article 7 Nominations and Elections of Officers and Directors

Section 1. Nominations

Nominations for directors will be made by members of the HWNEDC and submitted to the nominating chair at least 21 days before the annual election is scheduled to take place.

Section 2. Elections

Directors will be elected at the annual member meeting at the end of the year.

Ballots will be used.

Officers will be elected by directors before the first membership meeting of the year.

Article 8 Finances

Section 1. Fiscal Year

The fiscal year of the HWNEDC will be one calendar year.

Section 2. Bank Accounts

All bank accounts will stand in the name of the HWNEDC with funds payable on order of the treasurer or president, whose signatures shall be kept on file with the bank. A record of all account numbers and locations shall be supplied.

Section 3. Requests for money, accounting for receipts

All requests for money must be submitted 21 days in advance. Requests must be approved by a vote from the officers. Cash withdrawals require 2 signatures from officers.

Cash receipts must be submitted to the treasurer within 14 days.

Article 9 Limitation

The HWNEDC shall be operated exclusively for charitable and educational purposes. The HWNEDC shall not circulate propaganda or otherwise attempt to influence legislation, nor shall it participate in, or intervene in, any political campaign on behalf of a candidate for public office (including the publishing or distributing of statements). The HWNEDC shall not perform any other activities not permitted by (a) a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) or (b) a corporation, contributions to which are

deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

ARTICLE 10

Amendments to Bylaws

These bylaws may be amended at any business or special meeting provided that:

1) Notice of the proposed amendment is provided to the HWNEDC membership at least 21 days before the meeting at which the action is to be taken, and 2) two-thirds of the ballots cast favor the amendment.

ARTICLE 11

Dissolution

Upon the dissolution of the HWNEDC, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.