

HISTORIC BOSTON EDISON ASSOCIATION (HBEA) -
APPROVED AMENDMENTS TO THE BY-LAW

BY-LAWS
of the
HISTORIC BOSTON-EDISON ASSOCIATION

ARTICLE I - NAME

The name of this corporation is the Historic Boston-Edison Association, (hereafter “HBEA”).

ARTICLE II - OFFICE

The principal office of this corporation is in the City of Detroit, State of Michigan.

ARTICLE III - FISCAL YEAR

The HBEA fiscal year is May 1 through April 30.

ARTICLE IV - BOUNDARIES

The boundaries of the HBEA are contiguous with those of the Boston-Edison Historic District (hereafter “District”), which are Woodward Avenue on the East, Linwood Avenue on the West, the alley south of Edison Avenue on the South, and the alley north of Boston Boulevard between Linwood and Hamilton Avenues and Glynn Avenue between Woodward and Hamilton Avenues on the North, in the City of Detroit.

ARTICLE V - PURPOSE

The purpose of the HBEA is to preserve single-family residential zoning, advocate for the enforcement of the City of Detroit Historic District Ordinance and all City of Detroit building and use restrictions within the District, and promote all other activities which are beneficial to the general welfare of the people of the District.

ARTICLE VI - MEMBERSHIP

Section 1. Membership Categories:

a. Resident Membership. All residents, 18 years old or older, living within the District boundaries defined herein and in compliance with the single-family zoning regulations thereof, shall be considered Resident Members. Resident Members may be appointed to Committees, as approved by the Board of Directors.

b. Active Membership. Upon payment of annual dues, Resident Members shall be considered Active Members. Such dues shall be paid by household units and be recorded in the name(s) designated by members of the household. Active Members shall have the privileges of voting, holding office, serving on Committees and speaking on the floor at membership meetings; and shall uphold the purposes for which the HBEA exists, as described in Article V. Voting shall be by individual adult, with a limit of two (2) votes per household membership.

c. Associate Membership. Associate Membership shall be open to any individual who does not qualify as a Resident Member; and/or any business entities who have interests in and desires to aid the objectives and purposes of the HBEA, upon approval of such membership, by the Board of Directors, and payment of annual dues that are in effect at the time. Associate Members shall have no vote and cannot hold any office. Associate Members may be appointed to Committees, as approved by the Board of Directors.

ARTICLE VII - BLOCK CLUBS

Section 1. The HBEA encourages and supports the formation and maintenance of Block Clubs and the Secretary shall maintain a list of all Block Clubs within its boundaries.

Section 2. A block shall be defined as those homes on both sides of a given street and between two or more intersection streets.

Section 3. An important function of the Block Club shall be to maintain and enforce the Historic District Ordinance and all building and use restrictions, as stated in Article V; to educate, encourage, and maintain the highest standards of single-family residential community life within the block; and, to encourage neighborliness and cooperation for the safety and well-being of all the residents of the block.

Section 4. The Block Club President, or his or her designee, shall serve as a liaison between the Block Club and the HBEA Board of Directors.

Section 5. All activities of Block Clubs shall be in accordance with the general principles of the HBEA.

Section 6. To facilitate and strengthen communication between Block Clubs and the HBEA, Block Club Presidents are encouraged to attend monthly Board meetings and may request to be placed on the monthly board agenda by the President of the HBEA.

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ARTICLE VIII - MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the HBEA membership shall be held in the month of May at such date and place as shall be designated by the Board of Directors.

Section 2. General Meeting. The Board of Directors shall call and conduct two general meetings of the HBEA membership during the months of October and March.

Section 3. Quorum. Twenty-five active members shall constitute a quorum for the election of Directors and for the transaction of any business at the Annual and General Meetings.

Section 4. Voting. There being a quorum present, a majority of the active members present shall decide any question that may come before the Annual or General meetings. Voting shall be by individual Active Members who are at least 18 years of age, with valid government-issued identification validating their residency within the District. Limit two (2) votes per household membership. Voting at the Annual meeting may be by absentee ballot.

Section 5. Notices. At least one week's written notice of all Annual and General meetings of the HBEA Membership shall be given by the Secretary and/or published on the website and/or in the Newsletter of the HBEA and/or other designated means of communication.

Section 6. Special Meetings. Special General Meetings may be called at any time by resolution of the Board of Directors, or at the call of the President, or upon written request of fifteen (15) Active Members to the Secretary and upon notice as provided in Section 5 of this Article.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. The business of the HBEA shall be conducted by a Board of Directors constituted of:

- a. a Director from each of the east and west streets in the District between Woodward Avenue and Hamilton Avenue – eastern side of street (Zone A) and a Director At-Large from that portion of the District; and
- b. a Director from each of the east and west streets in the District between Hamilton Avenue - western side of street and Rosa Parks Boulevard - eastern side of street (Zone B) and a Director At-Large from that portion of the District; and
- c. a Director from each of the east and west streets in the District between Rosa Parks Boulevard - western side of street and Linwood Avenue (Zone C) and a Director At-Large from that portion of the District.

Section 2. All Directors in a given Zone shall be elected at the Annual Meeting each year. Each Director shall serve a term of three (3) years. The term of office begins in June. Directors shall be eligible for re-election.

Section 3. Election of Directors.

- a. Directors positions are open to all Active Members, “in good standing” who meet the following criteria: at least eighteen (18) years of age or older, minimum one (1) year residency in the City of Detroit, in the Boston-Edison Historic District and the State of Michigan by holding and producing valid government-issued identification; prior demonstration of interests in the HBEA through involvement in HBEA meetings, Committees or other neighborhood activities.
- b. Any new candidates for Director positions and those appointed to Directors positions must submit a petition signed by at least ten (10) active member households. Elected Directors currently serving in a position, must submit petition to signify interest in re-election. All petitions must be submitted to the Board Development Committee not later than 15 April. Nominations from the floor will not be accepted.
- c. All elections shall be by written ballot, except in the event there are no opposing candidates for the same Directorship, the vote shall then be by voice. The official written ballot shall be prepared by the Board Development Committee, as provided herein. Absentee ballots will be made available to upon request to the Secretary and must be returned before the date of the Annual Meeting.
- d. A candidate for a Directorship who receives a plurality of the votes cast shall be declared duly elected. In case of a tie, the Head Teller shall conduct a coin toss.

Section 4. Vacancies. If the office of any Director shall become vacant for any reason, the remaining Directors, being a quorum, may recommend and appoint a successor who shall hold office until the next Annual Meeting, at which time the active members shall elect a Director to fill the unexpired term, but the Director so appointed by the Board of Directors or elected by the active members shall be from the street and zone which the former Director represented or, in the case of an At Large member, from the Zone which the former Director represented.

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Section 5. Meetings. Regular meetings of the Board of Directors shall be held monthly in at least ten months of each fiscal year at such place and time as the Board may decide. Special meetings of the Board can be called by the President, or upon written request of five Directors to the Secretary. Notice of meetings shall be given in any manner that the Board may from time to time determine. A quorum of the Directors may prescribe the method of notice and waiver of notice.

Section 6. Electronic Participation at Meetings: Directors may participate in and act at any meeting of the Board of Directors through the use of teleconference or other communications equipment as long as all persons participating in the meeting can communicate with each other concurrently. Telephonic or electronic participation in a meeting will constitute attendance and presence at the meeting. No more than one (1) meeting may be attended by this method per Board year. Participation by email is not permitted.

Section 7. Quorum. At any meeting of the Board of Directors, a majority of the entire membership of the Board as then constituted by the By-Laws shall constitute a quorum for the transaction of business, and a majority of the Directors present, there being a quorum present, shall decide any question that may come before the Board.

Section 8. Powers.

a. The Board of Directors shall have power to elect the officers of the HBEA, to confirm appointments by the President of Committee Chairs, and to employ and fix compensation of individuals, professionals and consultants or any other agents or employees.

b. The Board of Directors shall institute such policies as are deemed necessary for the proper conduct of business including, without limitation, requirements for confidentiality of Board discussions, competitive bidding for goods and services, prohibiting conflicts of interest and the appointment of non-elected, uncompensated persons whose expertise may assist the HBEA and the Board.

c. The Board of Directors, in addition to the powers and authority expressly conferred upon them by these By-Laws, shall exercise all other powers as may be necessary for the purposes of the corporation, subject nevertheless to the provisions of law, the Articles of Incorporation and these By-Laws.

Section 9. Responsibilities:

a. Fiduciary. The Directors have a fiduciary responsibility for the assets, income and expenditures of the HBEA. They are responsible for assuring that these assets and income are conserved and are used exclusively for the stated purposes of the HBEA and the benefit of the residents of the District.

b. Conflicts of Interest. The Conflict of Interest Statement shall be signed at least annually. A Director must recuse themselves from voting on or participating in discussions of any specific issue where a reasonable person with knowledge of the relevant facts may perceive a financial conflict of interest. A financial conflict of interest occurs when the outcome of the specific issue is likely to have a direct effect on the financial interest of the Director, their immediate family or household, their close business associates, or an organization of which the Director is an officer. The Board may determine whether such perceived conflicts of interest exist.

c. Code of Conduct. Upon election, Directors are expected to uphold the "Board of Directors - Code of Conduct" posted with nomination, that, although not inclusive, identifies expected conduct of members of the Board of Directors.

d. Participation. All directors are required to attend the annual Board Orientation session(s). Directors have the general responsibility to participate actively and attentively in all business that comes before the board; expected to Chair/Vice Chair or be an active participant of at least one Board or Event Committee; participate in the planning and setting of goals and objectives of the HBEA; and to provide leadership and assistance in the work and activities of the HBEA.

e. Attendance. Since participation in the decisions of the Board requires that Directors attend its meetings, a Director may have a maximum of three (3) absences from regularly scheduled meetings, including monthly Board meetings, General and Annual Meetings, and Orientation, during the period June through May. After a fourth absence, that Director automatically will be removed from the Board. The President or a designee shall inform that Director in writing that their Directorship is terminated.

If a Director arrives at any regularly scheduled meeting more than one hour after the scheduled starting time or leaves more than one hour before the scheduled ending time, the Director shall be counted as absent from the meeting. If a Director arrives at a regularly scheduled Board meeting more than 15 minutes after the scheduled starting time, the Director shall be counted as tardy, and three tardy arrivals during the period June through May shall be counted as an absence.

Section 10. Disciplinary Action: The Board may discipline or dismiss a Director by a vote in favor by two-thirds of currently seated Directors, if in the judgment of the Board there are sufficient grounds of sufficient seriousness. What constitutes sufficient grounds for discipline or dismissal is entirely in the judgment of the Board, but might include failure to participate in the work of the Board and its committees, violation of Director responsibilities, actions or behavior that disrupts the function and work of the HBEA Board, criminal act(s), or any other action delineated in policies and procedures adopted by the Board.

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Section 11. No two members of the Board of Directors, residing in the same household, related by blood, marriage, domestic partnership or affinity, may serve on the Board of Directors at the same time.

ARTICLE X – OFFICERS

Section 1. The Officers of the HBEA shall be a President, two Vice-Presidents, a Secretary and a Treasurer.

Section 2. At the June meeting, the Board Development Committee shall present from among the Directors, its proposed slate of Officers; shall accept nominations from the floor and shall conduct the election of Officers. All elections shall be by written ballot, except that in the event there are no opposing candidates for the same office, the vote shall then be by voice. The terms of office begin when elected.

Section 3. Duties: The duties of the Officers of the HBEA shall be as follows:

a. President: It shall be the duty of the President to preside at all Executive Committee meetings, meetings of the Board of Directors and at the Annual, General, and Special Meetings of the HBEA. The President shall appoint and be an ex-officio member of all committees; all appointments to be subject to the approval of the Board of Directors; shall sign all written contracts and obligations of the HBEA; and shall perform such other duties as are incident to this office subject to the approval of the Board.

b. Vice-Presidents: The First Vice-President, in the absence or disability of the President, shall have the powers and perform the duties of the President. The Second Vice-President, in the absence or disability of the President and First Vice-President, shall have the powers and perform the duties of the President. The Vice-Presidents shall, in addition to these duties, be coordinators of the various standing committees of the HBEA as designated by the President and the Board of Directors.

c. Secretary: The Secretary is required to attend all Executive Committee, Board, Special, Annual and General Meetings; record and keep the Minutes of the meetings of the HBEA, the Executive Committee and the Board of Directors; shall upon request of the President, conduct the correspondence of the Board and the HBEA; keep the register of the HBEA Membership; issue all notices and announcements relating to the affairs of the HBEA. Copies of all correspondence shall be retained as part of the permanent records of the HBEA; make a written report of the Board's activities to the members of the HBEA at the Annual Meetings, and perform all other duties that are incidental to the office or prescribed by the Board of Directors

d. Treasurer: It shall be the duty of the Treasurer to receive and keep a written account of all money received and to deposit the same in the name of the HBEA in a financial institution that may be designated by the Board of Directors, such money to be withdrawn or disbursed as the Board may direct; shall give to the HBEA at the request of the Board of Directors, a bond in the sum of not less than \$1,000 to be fixed by the Board with sureties acceptable to it, and shall prepare a written financial report to be presented at each Board meeting. Upon request of the Board, bank statements shall be presented to the Board at a designated meeting. The Treasurer shall maintain, in writing, a complete list of all active members. A written account of all special fund-raising monies shall be submitted at the monthly Board Meeting. A complete written report for the preceding year shall be presented to the HBEA at the Annual Meeting. The Treasurer shall also disburse the funds of the HBEA by checks countersigned by the President or a Vice-President or the Secretary. The Treasurer shall also serve as the Liaison to the Finance Committee.

Section 4. Assistants: When, in the discretion of the Board of Directors and/or at the request of the Secretary or Treasurer, it is determined that an Assistant(s) should be appointed to assist in performance of the duties specified above, the Board of Directors may appoint a member in good standing of the HBEA, who resides within the District, or employ individuals, consultants or professionals who have expertise in accounting, finance, business or other disciplines to assist in performance. These Assistants shall serve at the pleasure of the Board of Directors.

Section 5. Records: When the Secretary and/or Treasurer leave office, they shall deliver to their successors all monies, books, papers, electronic files, etc. and other property belonging to the HBEA which may then be in their possession or under their control, and in the absence of such successor, they shall deliver all such monies, books, papers, digital files, and other property to the President, upon the direction of the Board.

Section 6. Compensation of Officers and Directors. The Officers and/or Directors of the HBEA shall not receive any salary or compensation for services rendered and shall not accept any gifts or gratuities from vendors or others who conduct business with the HBEA.

Section 7. Officers/Directors may be reimbursed for travel-related expenses, as specified in the Financial Management Procedures.

ARTICLE XI - NOMINATIONS AND ELECTIONS OF DIRECTORS AND OFFICERS

Section 1. The Board Development Committee is responsible for recruiting, identifying and vetting individuals to become members of the Board of Directors and recommending candidates for each Director(s) and Officer(s) position(s) to be filled at the Annual election(s). The Board Development Committee shall publicly render its report, and file the final slate of candidates with the Secretary not later than 30 April of each year.

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Section 2. Additionally, any member in good standing wishing to nominate individuals for Directors positions may be so by obtaining the signature of ten (10) members in good standing supporting each nomination. Each nominee must give his/her approval of the nomination. Nominations from Members must be submitted to the Board Development Committee for proper vetting on or before April 15 of each year.

Section 3. The names of all persons approved for nomination for Director(s) positions shall be published with the notice of the May Annual Meeting.

Section 4. All duly elected Officers and Directors shall be sworn/affirmed into office during the June Board of Directors meeting and their tenure in office shall end upon the election or appointment of their successors, as provided herein.

ARTICLE XII - COMMITTEES

Section 1. All Committees shall be appointed by the President with the advice and consent of the Board of Directors. One member of each committee shall be appointed Chairperson and report monthly activities to the Board. The Chair/Vice-Chair of each Committee shall be a member of the Board of Directors. The other members may be chosen from active members, within or without the Board.

Section 2. Standing Committees shall be reconfirmed or appointed at the June Board Meeting following the election of the Officers and shall consist of at least two (2) members to serve throughout the year.

Section 3. Each Standing Committee shall serve notice of its meetings with an agenda at least one week prior to the announced meeting date.

Section 4. A summary of committee members in attendance at each meeting and action discussed or taken will be recorded and submitted to the Secretary as a part of any report made by the committee chair or vice-chair at the next monthly meeting of the Board.

Section 5: Standing Committees.

a. Board Development Committee: This committee is responsible for reviewing and evaluating the Bylaws, conducting Board Orientation training sessions; planning for leadership development for the Board and other Standing Committees; assessing the Board annually, cultivating and recruiting new Board and Committee Members; properly vetting of potential candidates to fill vacancies (current and long term); submits slate of candidates for Director and Officer positions, conducts elections of Directors and Officers. The Board Development Committee may include current Directors, former Directors and other non-board members who have skill sets that will help with these processes, such as business, human resources, grant writing, finance and legal.

b. Clean and Safe Committee: This committee is comprised of the following sub-committees: Beautification, Safety, and Zoning. This committee oversees the maintenance of the parks, boulevards, vacant lots and alleys, including but not limited to trash pick-up, illegal dumping, mowing and landscaping; education and programs to improve owners' compliance with all zoning ordinances, including but not limited to property upkeep, property use, property abandonment, and conformance to Historic District requirements. The Committee will review public safety (lighting, street crossing, signage, etc.) and advocate for improvements and modifications to enhance the neighborhood; assist residents in securing and protecting their property from crime; and increase fire prevention awareness. The Committee will accomplish these tasks through use of education, coordination with City Departments/Agencies/Officials, City-sanctioned Citizen Patrols, use of private contractors, and legal action as necessary.

c. Executive Committee: The elected Officers shall constitute the Executive Committee. The Executive Committee shall provide organizational direction; oversees policy development pertaining to operations, ethics, security, management. Policy development can involve several committee members, providing oversight to various Standing and Ad-Hoc committees. The Committee meetings are separate and distinct from the Board of Directors and are convened regularly, or as needed, by the President. The Executive Committee's actions are reported not later than the next meeting of the Board.

d. Fund Development: This Committee coordinates all fundraising activities of the HBEA, grant seeking and writing duties. The Committee shall work in concert with the full Board of Directors to seek donations and other avenues of philanthropic development. All activities with the purpose of fundraising shall be planned and conducted through the auspices of this committee. This includes but is not limited to: Holiday Home Tour, Sounds of Music Concert Series, and Grants & Resource Development.

e. Membership Recruitment and Engagement: This Committee coordinates strategies to recruit and retain active members from the general membership and will plan and manage efforts to activate the membership. The Committee shall be responsible for disseminating annual dues notifications and the logistics of all regularly scheduled membership meetings. Planning of all member-focused events shall be under the auspices of this committee. This includes but is not limited to: Picnic in the Park, Attic Sale, and any other community focused event so deemed.

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f. Operations: This Committee is composed of Finance and Public Relations, with distinct duties within each sub-committee.

i. Finance sub-committee provides financial oversight for the Board, including but not limited to review of the assets, income and expenditures of the HBEA. The Committee also provides oversight to ensure the assets and income are conserved and used exclusively for the HBEA to benefit its residents. Members of this committee shall have financial expertise in the areas of finance, budgeting, auditing, investment, etc. The Committee will work with the Treasurer. The Committee will accomplish their tasks by developing and recommending budgets, fiscal and investment policies and procedures, review the monthly financial statement and all supporting documentation. Annually, the Committee shall perform an inventory of HBEA assets, direct an internal review, and ensure the budgeting for a periodic external audit.

ii. Public Relations sub-committee is charged with the development and maintenance of an effective plan of communication with internal and external relationships; to recommend public relations materials and campaigns to the Board of Directors, to publicize the District and in general, to be charged with the responsibilities of promoting the District. Public Relations shall publish the HBEA Newsletter as well as maintain social media accounts and Internet websites as directed by the Board of Directors.

Section 6. Additional Standing or Ad-Hoc committees may be appointed by the President as approved by the Board or as the Board of Directors may direct.

Section 7. The Board of Directors may delegate to any committee those powers and duties, in addition to those prescribed by these By-Laws, as the Board may deem appropriate.

Section 8. Authorization of Expense. No committee shall incur any expense or financial obligation without the express authorization of the Board of Directors. Expenses incurred without prior approval shall not be reimbursed.

Section 9. Each Standing Committee shall have its own policies and procedures to govern its activities, provided however that they do not conflict with the by-laws and/or policies and procedures of HBEA. These standard operating policies and procedures shall be approved by the Board of Directors.

ARTICLE XIII - DUES

The membership dues of the HBEA shall be determined and published by the Board of Directors not later than January 31st.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

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

ARTICLE XV - AMENDMENT OF BY-LAWS

Section 1. By Directors. The Board of Directors, by majority vote of the Board, may amend these By-Laws at any regular or special meeting. All proposed amendments shall be published to the membership of the HBEA at least thirty days before becoming effective.

Section 2. By Members. The By-Laws may also, at any time be amended by majority of the active members at any General or Special Meeting. All amendments proposed by Members, shall be published to the membership of the HBEA and contained in the notice of any General or special meeting. Amendments approved by a majority of Members present at a General or Special Meeting of the HBEA, may be given immediate effect.

These Bylaws were amended and adopted as and for the Bylaws of the Historic Boston-Edison Association (HBEA) at a meeting of Directors held on the February 13, 2018.