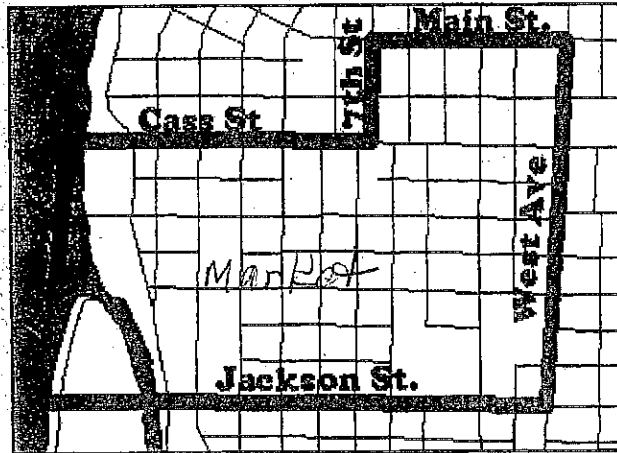


Washburn Neighborhood Association U.A. Bylaws

May 22, 2012

Article I Name

The name shall be the Washburn Neighborhood Association U.A.. The boundaries of the association shall be the centerlines of Jackson St. from the Mississippi to West Ave, West Ave. to Main St., Main St. to 7th St., 7th St. to Cass St., Cass St. to the Mississippi River. The Mississippi River forms the western boundary.



Article II Purpose

Sec. 1. The association is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code To the extent consistent with the above general purposes, the specific purpose of the Association is as follows:

The specific purpose of the Washburn Neighborhood Association is to improve the overall quality of life in the neighborhood through democratic citizen participation and involvement.

Sec. 2. The organization will work for the achievement of this purpose by:

2.1 Educating citizens, both members and non-members about environmentally friendly practices to improve the sustainability of the Washburn Neighborhood.

2.2 Promoting citizen participation in the development of the Washburn Neighborhood by building relationships with individuals, organizations, and institutions both public and private.

2.3 Planning efforts and projects aimed at improving the existing amenities of the neighborhood.

2.4 Fostering activities that improve the quality and physical appearance of this historic neighborhood.

2.5 Partnering with the City of La Crosse to increase safety and security, and reduce the incidents of crime in the neighborhood.

2.6 Engaging in other educational and charitable activities that enhance the prosperity, safety and overall quality of life in the community.

Article III Governance

Sec. 1. Membership is open to any resident or property owner age eighteen (18) and over within the Association's geographic area. Membership is also open to businesses and organizations

located within the Association's geographic area. Each business or organization may appoint one representative to the Association. If such representative lives within the membership boundaries, he or she is entitled to vote either as a resident, business, or organization representative but has only one vote on any given issue. Other interested parties are welcome to attend meetings.

Sec. 2. The members are the basic governing body of the association. They shall select all officers and committee chair people and determine all policies of the group. Any member in good standing may cast one vote on all business, including the election of officers.

Sec. 3. Any resident, property owner, or representative from a business or organization is a member in good standing if he / she has attended two or more general membership meetings during the previous 12 months, and has signed the roster for those meetings. A quorum of ten members in good standing shall be required for all elections and votes. Any member in good standing may submit an absentee vote on any topic by writing to the secretary by the date of the meeting.

Sec. 4. Any person received into membership in the Association shall remain a member until he voluntarily withdraws or is no longer eligible for membership in this Association.

Sec. 5. Annual guest memberships in the association shall be allotted at the discretion of the association to former neighborhood residents. No guest member shall hold office or represent the association to outside agencies.

Sec. 6. There shall be a minimum of four general meetings each calendar year. Ordinarily meetings will be held on the fourth Tuesday of the month. The Chairperson shall call any additional meetings as needed or if requested to do so by ten or more members in good standing. The respective committee chairperson shall schedule all committee meetings and the entire membership shall be notified of such meetings.

Article IV Officers

Sec. 1. Nomination of officers will occur at the meeting prior to each year's October meeting. Election will occur in October and officers will begin their terms immediately following the election. The terms of office will be two years, with elections being staggered so that no more than two (2) positions are open at any given time. No officer may serve more than two (2) consecutive terms in any one office.

Sec. 2. The officers of the association shall be Chair, Vice-Chair, Secretary and Treasurer. The officers' duties shall be as follows with additional duties as directed by the membership:

Duties of President and Vice-President: The president shall preside at all board's and member's meetings; shall have general supervision over the affairs of the Association and over the other officers; and countersign all checks. The president shall perform all duties as are incident to the office. In case of the absence or disability of the president, such duties shall be performed by the vice-president.

Duties of Secretary: The secretary shall issue notice of all board and members' meetings, and shall attend and keep minutes of the same; shall have charge of all Association books, records, and papers; and shall perform all such other duties as are incident to the office.

Duties of Treasurer: The treasurer shall have custody of all money and securities of the Association. The treasurer shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers to the board for examination and approval as often as the board may require. The treasurer shall sign all checks of the Association and shall perform all such other duties as are incident to the office.

Article V Board of Directors

Sec. 1. The Board of Directors shall consist of the Chair, Vice-Chair, Secretary and Treasurer and the heads of the Standing Committees. The Board shall conduct the general the business of the Association; consider all questions of policy; and present recommendations to the Membership for action. All actions of the Board shall be approved by the membership and officially recorded.

Sec. 2. In the event of the resignation of an officer or in the event that an officer becomes ineligible or unable to continue in office, the Board may appoint a member to fill in the vacancy for the remainder of the term. Three (3) or more consecutive absences without valid reason from Association meetings shall be deemed a resignation and filled as set forth by the Bylaws.

Sec. 3. An officer will be removed from office by a two-thirds (2/3) vote of members present at any meeting provided a fourteen (14) day notice has been distributed to all members. Vacancies will be filled as set forth by the ByLaws.

Article VI Committees

Sec. 1. The association shall have such committees as may from time to time be designated by resolution of the membership. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the membership.

Sec. 2. No individual or committee shall take public action nor shall any member represent him or herself as speaking with the support of or in the name of the Association unless prior authorization is received by a vote of the membership, except as provided for in the ByLaws.

Article VII Amendments

These ByLaws can be amended at any time by a majority vote at two (2) consecutive general membership meetings. Any member may propose an amendment. The proposed amendment shall be presented at that meeting and voted on at the next regular meeting.

Article VIII Adoption

These ByLaws will be considered adopted upon ratification by a majority vote at two (2) consecutive general membership meetings. They shall go into effect immediately upon adoption.

Article IX Dissolution

Sec. 1. The association may be dissolved by a two-thirds (2/3) vote at a membership meeting called for that purpose. All members must be notified in writing at least fourteen (14) days prior to the meeting. Should a meeting to consider dissolution fail to achieve a quorum, the remaining officers may dissolve the association by majority vote.

Sec. 2. The property of this Unincorporated Association is irrevocably dedicated to educational and charitable purposes. As authorized under Wisconsin State Statute 184.09 (1), and (2), upon

the dissolution or winding up of the unincorporated association, its assets remaining after payment, or provision for payment, of all debts and liabilities of the association shall be distributed to a not-for-profit organization whose mission is in keeping with the mission of the Association. Any such distribution shall be consistent with provisions of 501(c)3 of Internal Revenue Code of 1986, as amended.

Sec. 3. If the membership does not approve a plan of distribution of the assets when approving the dissolution, the Board of Directors shall make such distribution.

Article X Prohibited Activities

Notwithstanding any other provisions of these bylaws, the unincorporated association shall not carry on any other activities not permitted to be carried on (1) by an unincorporated association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (2) by an unincorporated association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Article XI Political Campaign and Legislation

The association shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended. The association shall not engage in the carrying on of propaganda or attempt to influence legislation except as an insubstantial part of its activities.

Article XII Personal Inurement

The board members shall serve without compensation, and no part of the net earnings of the Unincorporated Association shall inure to the benefit of any member of the association or other private individual except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the association shall be distributed directly or indirectly to any member of the association except in fulfillment of its charitable and educational purposes enumerated herein.

The most current version of Roberts Rules of Order shall govern all general meetings.

Original ByLaws adopted October 29 2002
ByLaws amended December 15, 2004
ByLaws amended October 23, 2007
ByLaws revised May 22, 2012

approved Oct. 23, 2012