

RIVERTON COMMUNITY ASSOCIATION

BY-LAWS AND RULES OF PROCEDURE

ARTICLE I – NAME

- A. The name of this Association shall be the Riverton Community Association, hereinafter referred to as the “Association”.
- B. The principal office shall be at 1600 Forest Avenue, Portland, Maine, 04103.

ARTICLE II – PURPOSE

- A. The purpose of this Association shall be to promote a better Riverton neighborhood through group action.
- B. This Association may cooperate with other associations or agencies with whom it has mutual concerns.

ARTICLE III – MEMBERSHIP AND PRIVILEGES

- A. There shall be two (2) classes of members: Community members and Resident members.
- B. Community membership shall be open to all persons interested in the purpose of the Association, upon payment of dues, and shall have all the rights and privileges therein, except holding office and voting.
- C. Resident membership shall be open to all persons interested in the purpose of the Association, upon payment of dues, and shall have all the rights and privileges therein including holding office and voting. A Resident member shall be defined as anyone living or working in the Riverton Neighborhood with the following boundaries: Portland, north and west of the railroad tracks on Allen Avenue and Forest Avenue from Morrills Corner to the Westbrook boundary and Riverside Street north to Washington Avenue. Any elected public official representing Riverton shall be considered as working in the Riverton neighborhood.
- D. The privilege of holding office, making motions, debating and voting shall be limited to members of the Association whose dues are not in arrears.
- E. Each Resident member shall have one vote.
- F. All members have the right to participate in all board discussions.
- G. Non-members may speak upon acknowledgement by the President or by a motion from the floor.

ARTICLE IV – OFFICERS

- A. The officers of this Association shall be President, Vice President, Secretary and Treasurer. No person shall hold more than one office at a time.
- B. All officers shall be at least 18 years of age and shall serve a one-year term, unless re-elected, or until their successors are duly elected. No person shall serve in the same office for more than two successive terms.

- C. President: The President shall have and exercise general charge and supervision of the affairs of the Association and shall act as chairperson of the Board of Directors. Only the President or a person designated by the President shall as official spokesperson of the Association.
- D. Vice President: The Vice President, at the request of the President, or in the event of his/her absence or disability, shall perform the duties and possess the powers of the President, and shall have such other powers and duties as may be assigned by the Board of Directors.
- E. Secretary: The Secretary shall keep the minutes of Corporate, Board, General and Special meetings. He/she shall also keep related records and documents of the corporation and perform such other duties as the Board directs.
- F. Treasurer: The Treasurer shall receive, hold and disburse or cause to be handled, all funds of the Association to be deposited in a bank or banks and keep the same invested in accordance with the instructions of the Board of Directors. He/she shall keep, or cause to be kept, a full account of all monies received and paid out and shall make a report of the same and of all funds and securities in his/her hands at the Annual Meeting and at each regular meeting of the Board of Directors. All disbursements in excess of \$50.00 must be approved by the Board of Directors. The Treasurer shall be bonded by the Association.

ARTICLE V – BOARD OF DIRECTORS

- A. The Board of Director shall number 15 members, consisting of four (4) officers, chairpeople of the standing committees, and eight directors at large.
- B. Of the eight members of the Board of Directors without portfolio, four (4) will be elected for a one year term and four (4) will be elected for a two year term. No member shall serve in the same position on the Board for more than two successive terms.
- C. A majority of the Directors shall constitute a quorum.
- D. Except as otherwise provided in these by-laws, the Board of Directors shall have the power to transact the business of the Association.
- E. The Board of Directors shall meet at least six times a year.
- F. If a Board member misses more than three consecutive meetings in a fiscal year without notifying another member, he/she will be removed from the Board.
- G. No staff on salary of the Riverton Community Association may serve on the Board of Directors.
- H. The Board of Directors shall arrange for a review of the books of the Treasurer.
- I. Any three (3) directors, on five days notice, may call a special meeting of the Board of Directors. A special meeting may be called anytime by the President, provided a waiver notice is signed by all Directors.

ARTICLE VI – STANDING COMMITTEES

- A. The standing committees shall be provided herein:
 - 1. The Finance Committee shall advise and assist the Association in all matters concerning the raising and management of its funds.
 - 2. The Public Information Committee shall keep the public informed about the purposes, goals, activities and accomplishments of the Association.
 - 3. The Membership Committee shall solicit new members, maintain a directory and collect dues.
 - 4. The chairman of each standing committee shall be appointed by the new Board of Directors to be held on the day of the Annual Meeting.
- B. No chairperson of a standing committee shall serve more than two successive terms.
- C. Standing Committees shall meet at least six times a year.

ARTICLE VII – DUES

- A. The Board of Directors shall determine yearly, at the first board meeting following the Annual meeting, the amount of annual dues payable to the corporation by members, and shall arrange for appropriate notice to the members.
- B. The dues year shall run from June 1st to May 30th.

ARTICLE VIII – MEETINGS

- A. This Association shall meet quarterly throughout the year, on the first Tuesday of these months or by written request of ten (10) members.
- B. Written notices will be circulated to all members at least 7 days before each regular meeting and 1 day before each special meeting. Notices for a special meeting must state the purpose or purposes for calling the special meeting; no other business may be discussed at said meeting.
- C. A majority of the Board of Directors shall constitute a quorum for a meeting of the Association.
- D. The regular meeting in June shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

ARTICLE IX – NOMINATION AND ELECTION OF OFFICERS

- A. Nominations:
 - 1. At the February meeting, the Board of Directors shall appoint a Nomination Committee. The Nominating Committee shall consist of one officer, one member of the Board of Directors and one member from the general membership. The Nominating Committee shall prepare a slate of officers and Board members to be presented at a regular meeting prior to the Annual Meeting (June) and at the Annual Meeting.

2. Nominations shall be accepted from the floor at both the Annual Meeting and the last regular meeting prior to the Annual Meeting.
 3. The Secretary shall notify the membership of the slate of proposed officers prior to the Annual (June) Meeting.
 4. Members of the Nominating Committee may be nominated for officers or Board members.
 5. The consent of each candidate must be obtained before his or her name is placed in nomination.
- B. Elections:
1. The election and installation of officers and board members shall take place at the Annual (June) Meeting.
 2. An announcement of the names of the newly elected Board of Director will be sent to all members, published in the Riverton Community Newsletter and announced to the general public within thirty (30) days of their election.

ARTICLE X – VACANCIES IN OFFICE

- A. In the event that there is a vacancy in the office of the President, the Vice-president shall assume the duties of the President.
- B. In the event that a vacancy arises in any other office or position on the Board other than President, the vacancy shall be filled by the Board of Directors within thirty (30) days.
- C. In the event that there is a vacancy in the position of chairperson of a standing committee, the Board of Directors shall appoint another chairperson within thirty (30) days.

ARTICLE XI – RESIGNATION AND REMOVAL

- A. Any Director may resign at any time by giving written notice to the Board of Directors of his/her decision to resign. Unless indicated in such notice to the contrary, any such resignation shall be effective immediately upon its submission or transmission to the Board of Directors.
- B. Any Director may be removed as a Director by the affirmative vote of two-thirds (2/3) of the Directors then in office at any regular meeting called and convened for such purposes, when he or she no longer resides in the boundaries of the neighborhood (Article III, Section C), for conduct detrimental to the interest of the Association, for lack of sympathy with the objectives of the Association or for an illegal deed, official misconduct or any act which is wrongful and injurious even if done in a lawful manner.

ARTICLE XII – AMENDMENTS

- A. These By-Laws may be amended by a two-thirds vote of the members voting, a quorum being present, provided that this amendment has been presented in writing to every member in good standing at least 15 days before the meeting at which the vote is to be taken.

- B. When a motion to amend is properly before the membership, it shall be the duty of the Secretary to provide the notice in writing to the members.
- C. In order to properly place a motion to amend these By-Laws before the membership, the following steps must be taken:
 - 1. A motion must be made at a regular meeting.
 - 2. The motion must be approved by nine other members in good standing.
 - 3. The motion and the approval of the nine other members must be presented to the Secretary.
 - 4. The motion shall then be tabled until the next regular meeting, or until a special meeting for its consideration, shall be called. At this meeting, proper notice having been given, it shall be read, discussed and voted upon.

ARTICLE XIII – RULES OF ORDER

ROBERT’S RULES OF ORDER, as most recently revised, shall be the authority in all cases in which they are applicable, and in which they are not inconsistent with these By-Laws.

ARTICLE XIV – INDEMNIFICATION

- A. The organization shall indemnify its Directors, Officers and Employees for liabilities arising out of the performance of their duties to the maximum extent permitted by the Maine Non-Profit Corporation Act, but shall not be required to obtain insurance unless, at the discretion of either the Board of Directors or the members, the cost of such insurance is reasonable.
- B. Indemnification will always be sought for events sponsored by the Association when deemed appropriate by the Board of Directors, members or committee responsible for the event.