

ARTICLES OF INCORPORATION And BY-LAWS

Of the WARM SPRINGS MESA NEIGHBORHOOD ASSOCIATION, INC. (A Non-Profit Corporation)

ARTICLE I NAME AND PURPOSE

Name	Section 1. This organization is a volunteer association of residents of the geographic area of Boise, Idaho known as Warm Springs Mesa. It shall be known as the Warm Springs Mesa Neighborhood Association, Inc. and/or Mesa Neighborhood Association (Hereinafter referred to as the Association.)
Office	Section 2. The principle office of the Association shall be the mailing address of the President of the Association.
Purpose	Section 3. The purpose of the Association is to enhance the sense of community in the neighborhood and to promote activities and actions, by residents and public entities (Boise City, Ada County, ACHD, etc.), which maintain and improve the neighborhood. The Association is organized and will be operated to: A) provide a process by which all members of the Association may involve themselves in the affairs of the neighborhood; B) identify the physical and social needs of the neighborhood; C) identify ways to meet those needs; and D) educate members about issues affecting the neighborhood. The Association is essentially an advocate for residents of Warm Springs Mesa.
Authority	Section 4. Since the Association is a volunteer association, it has no authority to impose a legal obligation on any member. No Association member, including any member of the Board of Directors whether acting individually or for the Board, may represent to any public agency, the media, or other person or entity whatsoever that his or her opinion or position represents the Association or the majority of the members unless such representation, and the essential content of the representations made by such member, has specifically authorized by vote of the Board or a vote of the members taken at the annual or a special meeting and be so documented.
Non-Profit	Section 5. This corporation is a non-profit corporation under the Idaho Non-Profit Corporation Act.
Non-Stock	Section 6. This corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.
Dissolution	Section 7. If the Association dissolves, its assets shall be liquidated and, after satisfying all outstanding obligations, the proceeds shall be distributed to the Boulder Heights II and III Homeowners Associations to support the Boulder Park.

ARTICLE II MEMBERSHIP

Eligibility	Section 1. Any adult residing on the Mesa is considered a member of the Association. This includes people living in the Warm Spring Mesa subdivisions, the Boulder Heights subdivisions, El Paseo subdivisions, and any new subdivisions that are accessed by Starview, Starcrest, and/or
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Windsong Drives. Membership shall terminate at once for anyone who ceases to reside within the boundaries of the association.

Dues Section 2. Dues are not required for membership or voting in the Association. The Board will recommend annual donations. Any income realized by the association will be used to pursue the purpose of the Association. No board member will receive a salary.

Voting Section 3. For purposes of voting, signing name and address in the membership list shall evidence membership. Each member shall be entitled to one vote. There shall be no voting by proxy. Except as otherwise noted, a simple majority vote is needed to adopt any action

ARTICLE III MEMBERS' MEETINGS

Participation Section 1. All meetings are open to any person. Only members are eligible to vote.

Annual Mtg Section 2. The annual meeting of the membership of the Association shall be held in March or April each year at a location and time determined by the Board of Directors. Business to be covered at the annual meeting shall include a report on activities of the previous year, planned activities for the coming year, treasurer's report, and elections of new board members to replace those members whose terms are expiring.

Place to Meet Section 3. All meetings, whether regular, special or annual, shall be held at a suitable location within the neighborhood or as close thereto as reasonably practicable.

Consent Section 4. Any member who fails to attend any properly noticed meeting shall be deemed to have consented to whatever action transpires at such meeting unless specific objection in writing is lodged with the Association Board within 5 days of such meeting. It shall be the duty of all absent members to acquire from the Secretary or other Board of Directors, any and all decisions or actions that occurred at any and all meetings.

Special Mtg Section 5. At the call of the President or the Board of Directors, special meetings may be held as necessary to further the purpose (Article I, Section 2) of this Association.

Notice Section 6. Notice of date, time, and place of each meeting, whether annual or special, shall be posted at each of the three entrances to the Mesa and an individual notice mailed or hand-delivered to each residence on the Mesa at least five days prior to said meeting.

Agenda Section 7. The President, with the help of the Board, will set the agenda for any meeting. Any member of the Association may add any discussion item to the agenda of any meeting by submitting the item in writing to any member of the Board of Directors at least one week prior to the meeting.

Quorum Section 8. In the case of a meeting of the general membership, a quorum shall be in effect when at least twenty-five members (including Board members) are present. In the case of a meeting of the Board of Directors, a quorum shall be in effect when at least fifty percent of the Board of Directors is present. In either case, if a quorum is not present, then those present may take informal action, but any communication regarding that action shall state the lack of a quorum unless the action is ratified at a subsequent meeting at which a quorum is present.

**ARTICLE IV
BOARD OF DIRECTORS**

- Purpose Section 1. The Board is chosen by the Association members and, under the guidance of the President of the Board, shall represent and speak for the Association in dealings with public and private entities in the community, and to take actions that further the purpose of the Association. The Board shall communicate its activities and actions to the Association, and receive input, views, and opinions from the association via one or more of the following: mail; e-mail; hand delivered notices; web site postings; general and special meetings; and/or other means that may be available.
- Number Section 2. The Board of Directors shall consist of no less than eight people or more than twelve people, made up of the four officers and up to eight other Directors elected from the membership by the Association. The retiring President, if he or she does not remain on the Board as a Director, will be an ex-official member of the board for two years following the expiration of his or her term. Board members will be elected for a term of four years. There is no limit to the number of successive terms a member may be elected to the board.
- Qualifications Section 3. The members of the Board of Directors shall be members of the Association.
- Election Section 4. The Board of Directors shall be elected by Association members at the Annual Meeting. Any member is eligible to run and may be nominated by any other member or by him or herself. Board members shall have a four year term that is renewable upon re-election.
- Quorum Section 5. The presence of a majority of all the Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors and be recognized as an act of the Association. If a quorum is not present, then those present may take informal action, but any communication regarding that action shall state the lack of a quorum unless the action is ratified at a subsequent meeting at which a quorum is present.
- Meetings Section 6. The Board of Directors shall meet at least quarterly at a time and place announced by the President. Special meetings are to be called by the President or by a majority of the Board of Directors. The Secretary shall give notice of each regular or special meeting to each Director at least five days before this meeting, unless each Director shall waive notice thereof. These meetings are open to the general membership.
- Vacancies Section 7. When a vacancy occurs in the Board of Directors, a new director will be appointed by the Board to complete the un-expired term.
- Removal Section 8. Any officer or director may be removed by a majority vote of the Board of Directors whenever, in the judgment of the Board, the best interest of the Association will be served thereby. A Board member will be considered for removal if he or she misses more than one of the first four meetings or any three Board meetings during the year.

**ARTICLE V
OFFICERS**

- Officers Section 1. The officers of the Association shall be the officers of the Board of Directors. They shall consist of the President, Vice-President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors. The Board of Directors will elect the officers from current members of the Board. The election will be held at the first board meeting following the annual meeting in March/April. Officers will hold office for a term of two years. Any officer may be reelected to the same office.
- President Section 2. The President must have been a member of the Association Board for at least one year prior to assuming the office. The President shall preside at all meetings of the Association and of its Board of Directors. The President shall prepare the agenda for all meetings; rule upon all questions of order, enforce the provisions of the Charter and By-Laws, refer matters to appropriate committees, and advise the membership of Association activities; set up standing committees and such special committees as may from time to time be necessary; cast the deciding ballot in the event of a tie in voting on any question at any meeting of the membership or the Board of Directors; be authorized to access the Association's bank accounts and sign checks in the absence of the Treasurer; and perform all other duties usually pertaining to the office of President. The President shall be the primary representative of the Association at public meetings of the Association and to local government.
- Vice-President Section 3. The Vice-President shall preside in the absence of the President. During any absence or inability of the President, the Vice-President shall fulfill the duties of President. In the event of death, resignation or removal of the President, the Vice-President shall automatically succeed to the office of President for the remainder of the un-expired presidential term. The Vice-President shall perform all other duties usually pertaining to the office of Vice-President.
- Secretary Section 4. The Secretary will attend all membership meetings and all meetings of the Board of Directors or arrange for someone to perform the duties of Secretary if unable to attend. The Secretary will also:
- Record the minutes of all meetings and send a copy to all Board members.
 - Incorporate identified corrections and maintain a file of corrected minutes.
 - Give notices to all meetings required by statutes, By-Laws, or resolutions.
 - Record attendance at meetings.
 - Perform such other duties as may be delegated to him or her.
- All Association records held by the Secretary shall be the property of the Association.
- Treasurer Section 5. The Treasurer will attend all membership meetings and all meetings of the Board of Directors or arrange for someone to perform the duties of Treasurer if unable to attend. The Treasurer will also:
- Be custodian of all funds and securities of the Association and be responsible for the holding of any voluntary donations or funds raised.
 - Keep a record of the accounts of the Association and report thereon at each regular meeting of the Board of Directors.
 - Deposit all moneys of the Association in the name of Mesa Neighborhood Assoc., Inc. in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes of the Association.
 - Prepare and file reports and returns required by all governmental agencies.
 - Write checks to pay for approved expenditures of the Association.
 - Perform such other duties as may be delegated to him or her.
- All Association records held by the Treasurer shall be the property of the Association.

**ARTICLE VII
COMMITTEES**

- Organization Section 1. The Board may establish committees as required to focus on particular events, problems, issues, government entities, and/or activities that affect or are of interest to the Association. A committee will be comprised of at least two Association members, of whom one must be a Board member. Members of a committee shall work in union to achieve the purpose of the committee. Committees shall be directed, and are expected, to make reports and recommendations to the Board.
- Planning Section 2. A Neighborhood Planning Committee, if and when established by the Board, shall be constituted and conduct its business a manner consistent with the description in the official Boise City Neighborhood Planning Guide.

**ARTICLE VIII
FISCAL YEAR**

- Definition Section 1. The fiscal year of the Association shall be July 1 through June 30.

**ARTICLE IX
RULES OF ORDER**

Section 1. Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

**ARTICLE X
GRIEVANCE PROCEDURES**

- Eligibility Section 1. A member of the Association adversely affected by an action of the Board of Directors may submit in writing a complaint to any member of the Association Board. Such complaint shall be provided in writing within five (5) calendar days of the meeting where such action took place.
- Resolution Section 2. Within five (5) working days of receipt of the complaint, the president shall appoint someone to meet with the complainant at a mutually acceptable place, day and hour for a review of the complaint. And will in writing, within five (5) calendar day of such meeting, mail a recommended resolution and/or action for the grievance to the complainant and each member of the Board of Directors. The Board shall hold a special meeting within five (5) calendar days of receipt of this recommendation to determine whether of not the recommendation is acceptable to the Board and complainant.
- Final Section 3. If the Board is unable to resolve the grievance, then final resolution of the complaint shall be by vote of the membership at a special meeting of the membership at a special meeting of the Association. The Board shall be obliged to call this meeting.

**ARTICLE XI
AMENDMENTS**

- Changes Section 1. These By-Laws may be altered, amended, or rescinded or new By-Laws may be adopted by a majority vote of the membership present and voting at any regular meeting upon

thirty (30) days notice in writing or website posting of said proposed change being given to the membership of said Association.

ARTICLE XII
FUNDS

- Banking Section 1. The Association is authorized to deposit money and write checks on an account with a bank or savings and loan association as provided by Resolution of the Board of Directors. All checks, demands for money and notices of the Association shall be signed by the Treasurer or President of the Association and/or such other person or persons as shall be prescribed by Resolution of the Board of Directors.
- Audit Section 2. The Vice President of the Board and one other Board member will audit the records of the Treasurer every two years or whenever a new Treasurer is elected.

The above amended and restated articles of incorporation and by-laws of the Warm Springs Mesa Neighborhood Association, adopted by the Board of Directors and approved by a majority of members at a general meeting, are submitted by the undersigned, current Treasurer of the Corporation.

Mike Lechner

Treasurer, Warm Springs Mesa Neighborhood Association, Inc.

Dated: June 21, 2009