

**By-Laws**  
**Leinkauf Historic District**  
**Neighborhood Organization**  
**Mobile, Alabama**

Approved as amended, February 28, 2019



**BY-LAWS  
OF THE  
LEINKAUF HISTORIC DISTRICT NEIGHBORHOOD ORGANIZATION**

As Revised: February 28, 2019

**ARTICLE I  
NAME, OFFICE, and BOUNDARIES**

**1. Name.**

The name of this organization shall be Leinkauf Historic District Neighborhood Organization, or LHDNO, or hereafter referred to below as the Organization.

**2. Office.**

The office of the Organization shall be located in the City of Mobile, Alabama, in such a place as determined by the Board of Directors.

**3. Boundaries.**

The Boundaries of the Organization shall be those residences located within the Leinkauf Historic District as defined by the Mobile Historic Development Commission.

**ARTICLE II  
PURPOSE**

**The purposes for which this Organization is organized are:**

1. To enhance the quality of life for the members and residents of the Organization by taking actions to augment safety, preserve rising property values, protect historic structures, encourage social engagement and community development.
2. To create and preserve open lines of communication and cooperation:
  - A. among the members and residents of the Organization;
  - B. between the Organization, the neighborhoods, and the Leinkauf Areas of Representation, located within the Leinkauf Historic District;
  - C. between the Organization and local government agencies, other neighborhoods, civic organizations and businesses, and the Leinkauf Elementary School;
  - D. with the Mobile Historic Development Commission.
3. This Organization shall become and remain a non-profit organization, under the laws of the State of Alabama, and no part of the net earnings thereof shall inure to, or be of benefit or advantage to, any individual member.
4. This Organization shall not endorse political candidates.

5. The Organization will comply with all applicable federal laws and regulations, as well as applicable laws and regulations of the state of Alabama and the local jurisdictions in which it operates.
6. This Organization does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to hiring and firing of personnel, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our Organization, volunteers, and vendors and to those for whom we provide services.
7. The Bylaws shall govern the LHDNO and its members and facilitate the fulfillment of its purposes, as provided in the Articles of Incorporation.

## **ARTICLE III MEMBERSHIP**

### **1. Qualifications and Categories of Memberships**

- A. An Individual Member in Good Standing of this Organization who has paid annual dues shall consist of any person 18 years of age or older who, and/or:
  - 1. resides within the boundaries of the Organization (*as an owner, a renter, a lessor, or any other description of a primary residence, existing within the boundaries of the Leinkauf Historic District*);
  - 2. is the owner of property within the Leinkauf Historic District;
- B. A Household Membership in Good Standing provides for two votes from a household (see Leinkauf.org for dues amounts).
- C. A Business Member in Good Standing of this Organization who has paid annual dues shall consist of:
  - 1. any licensed business entity that wishes to join and/or
  - 2. any organization that wishes to join
- D. An Honorary Member in Good Standing of this Organization who has paid annual dues shall consist of any persons 18 years of age or older who has an interest in supporting the purposes of this Organization as outlined in Article II above.
- E. Other than the four (4) membership\* categories listed herein, no other memberships (types, categories, or sublevels of membership) shall exist within the Organization, without following the Bylaws Amendment Process, outlined elsewhere in this document.
- F. \*Three Lifetime memberships (*two Individual members, and one Honorary member*), as identified in the June 28, 2018 LHDNO Membership List, shall be grandfathered for as long as those Lifetime Members live in the Leinkauf Historic District. The status of any Lifetime Member, who moves outside the Leinkauf Historic District, shall be changed to a nonvoting Honorary Lifetime Membership. Any Honorary Lifetime Member who returns to Leinkauf, may appeal to the LHDNO Board for reinstatement of their Individual Voting Lifetime Membership status.

### **2. Membership Voting Restrictions**

- A. Each Individual Member shall have one vote.
- B. Household Memberships allow two household members, residing in the same household, to vote.
- C. Each Business Member shall have one vote.
- D. An Honorary Membership has no vote.

### **3. Annual Dues:** The amounts required for annual dues shall remain at the 2018 recorded levels, unless changed by a majority vote of the members in attendance at a membership meeting. Dues payments may be paid at any time, but are not pro-rated. Full payment of the annual dues will entitle the Member to full membership privileges for the calendar year for which they are paid.

The membership dues for all memberships are those shown for a PayPal payment, on [www.leinkauf.org](http://www.leinkauf.org).

**ARTICLE IV**  
**BOARD OF DIRECTORS**

- 1. Management:** The property and affairs of the Organization shall be managed, controlled and invested by a Board of Directors, herein sometimes referred to as the Board, who as Individual Members in Good Standing, shall not receive any salary or compensation for their services. With the exception of the Treasurer, each Board member shall deliver to his or her successor within fifteen (15) days after retiring from position, all records, papers, and other property belonging to the Organization.
- 2. Members of the Board of Directors: Number of Directors, Areas, Board Vacancies, Apportionment of Areas, Term of Office, Staggered Terms, and Duties of Board Positions.**
  - A. Number of Directors:** The Board shall consist of (13) members: Four (4) Officers and (9) Nine Area Representatives.
    1. The Board shall have the following officers elected annually by majority vote of the full membership:

President  
Vice President  
Secretary  
Treasurer
    2. The Board shall also have a representative from each Area to serve as a vital part of the communication chain between the Area residents and the Board. The representation should help create a greater sense of community. The LHDNO members, who reside within their area, shall elect their Area Representative. All Area Representative Board Directors shall reside within their numbered Area, *(except that vacancies shall be filled as stated in Article IV.2.C. Board Vacancies, below).*

Area 1 Representative  
Area 2 Representative  
Area 3 Representative  
Area 4 Representative  
Area 5 Representative  
Area 6 Representative  
Area 7 Representative  
Area 8 Representative  
Area 9 Representative  
*(See Map in Appendix-A)*
  - B. Areas:** The Board shall be empowered to have drawn and approve Nine (9) Leinkauf Areas of Representation (or Areas), within the Leinkauf Historic District, from which a Representative shall be chosen to represent each of the Nine (9) Areas. The Areas of Representation shall be numbered from 1 to 9, and the Board shall endeavor to insure, as best they can, that the Leinkauf Areas represent the natural neighborhoods of the District, as well as have approximately even numbers of LHDNO members. To be elected by the membership as a Director, a member must reside within his/her numbered Area. This will draw Board representation from each of the nine Areas of the Leinkauf Historic District.
  - C. Board Vacancies:** Any vacancies existing on the New Board shall be filled by a majority vote of the members constituting the Board, after they are installed in December. If a vacancy, in an Area or on the Executive Board, occurs within 60 days prior to an open election, the current Board has the option to either fill the vacancy for 60 days, or to wait and let the vacancy be filled by the Area membership or Membership at-large, through the October elections. Persons chosen to fill vacancies shall serve the remainder of the unexpired portion of the term being filled. The Board will make every attempt to insure that any Area vacancy is filled with a member who resides within the Area where the vacancy

occurs. If no Area member can be found to take the Area Board position, then the Board may appoint a replacement from within the membership “at-large.”

- D. Apportionment of Leinkauf Areas.** The Board of Directors shall every 10 Years, beginning in 2025 be charged to review the apportionment of the Leinkauf Areas to determine if it is necessary to redraw the Areas to reflect changes in the population of the membership. The Board shall at that time determine the procedure for reviewing the apportionment of the Areas and the redrawing of Areas, if necessary.
- E. Term of Office:** The term of office for each elected Area Representative Director shall be for a period of two years. The term of office for Officer Directors shall be a period of one year. Officer Directors may be reelected but may not serve for more than six (6) consecutive years, unless appointed by the Board of Directors, to fill a vacancy that exists on the Board.
- F. Staggered Terms:** Those Directors, representing the Odd-Numbered’ Areas (1, 3, 5, 7, & 9), will be elected to serve 2-year terms, beginning in odd years and those Directors, representing the Even-Numbered’ Areas (2, 4, 6, & 8) will be elected to serve 2-year terms, beginning in even numbered years. All Directors shall hold office until their respective successors are elected, except in the case of resignation, death, disability or removal.
- G. Duties of Board Members**

- 1. President.**

The President shall create all orders of business. He or she will preside at all meetings of the board and the membership, and shall be responsible for the activities, affairs and management of the Organization. The president also assumes general charge of the day-to-day administration and correspondence of the association and has the authority to order specific actions in furtherance of the Board’s policies. The President serves as spokesman for the Board of Directors in most matters relating to general Organization business and shall be an ex-officio member of all committees with the exception of the Nominating Committee. Like all members of the Board, the President has an affirmative duty to carry out the responsibilities of the office in the best interests of the Organization.

- 2. Vice President**

The Vice-President shall preside in the absence of the President at all meetings. The Vice-President shall, in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and who so acting shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties from time to time as may be assigned to him/her by the President or the Board of Directors. The Vice-President will work with the Membership Committee Chair, and help Area Representatives inform membership about activities and promotions.

- 3. Secretary**

The Secretary of the Organization is responsible for keeping and maintaining a record of all meetings of the Board and the Membership and is the custodian for most of the official records of the Organization. In his or her absence, the Secretary will be responsible for designating someone who will be the recorder or Assistant Secretary. As the custodian for the minutes and other official records of the Organization, the Secretary is responsible for insuring access to those digital records by the membership, and notifying the webmaster of any information important to our membership.

- 4. Treasurer**

The Treasurer is the custodian of the funds and financial records of the Organization. The Treasurer’s duties will include insuring that the financial records are properly kept and maintained and reported at each Board meeting, always identifying sources of funding and disbursement. The Treasurer is responsible for coordinating the development of the proposed annual budget and for preparing and giving the annual financial report on the financial status of the Organization. The Treasurer does not have the authority to bind the Organization or the Board of Directors in dealings with third parties unless the board has provided express authority

for the Treasurer to do so. The Treasurer performs the day-to-day financial record keeping functions of the Organization and is responsible for maintaining the bank accounts, co-signing, with the President, checks and withdrawals of funds greater than \$200.00, and insuring that the financial records of the Organization have been maintained properly, in accordance with sound accounting practices and the auditor's recommendations. The Treasurer will insure that the sole signature on any check is never the payee of said check nor a member of the payee's household. In no case may the co-signers for any check be members of the same household.

The Treasurer will make sure that the Annual Reporting and Filing to the IRS, regarding the 501c3 status and Form 990, is handled properly according to Alabama and Federal Law.

Since the Treasurer documents all membership dues coming in, he or she will maintain a current roster of membership including the name, address, email address, telephone number, and membership status of each member. The updated information will be shared with the Vice-President, Membership Chair and other Board members as needed.

On or about 10 days upon leaving office, all financial records and other documents and property, belonging to the Organization, shall be delivered to either the new Treasurer, or the current President. In January, bank signature cards shall be updated with the new officers' signatures.

### **5. Area Representatives**

The Area Representatives are the focal point of communication between individual residents and membership, and the Board of Directors. The responsibilities and duties of a Representative require someone willing to work to help the Organization be well informed and to be responsive to our neighborhood residents. As members of the Board, Area Representatives should attend all Board and membership meetings, welcome new residents to the neighborhood and invite them to join LHDNO, and be the conduit for communications between the Board and the area residents.

### **3. Nominations and Elections**

Election of the Directors of the Board shall take place on a date, place, and time, selected by the current Board, during the month of October, at the Annual Elections Meeting, and the election shall be ratified by the Nominations & Elections Committee. The Nominations and Elections Committee (NEC) shall provide to the Board a slate of eligible candidates who are Members in Good Standing for as many open Director positions as possible. The NEC will propose, and the Board will approve, the **procedures** for securing nominations and the **procedure** for electing Directors and Officers. The Board's power to fill any vacancy on the Board begins after they take office in January, and continues until the installation of a new Board in December.

**Runoff Elections:** Should no candidate receive a majority of votes of members in good standing in attendance at the meeting for the same position on the Board, the NEC shall select the two candidates with the greatest plurality of votes, and shall immediately hold a runoff election. A runoff election may include more than two candidates, if one of the two of the top-vote totals is tied.

### **4. Meetings of the Board of Directors**

A. **Annual.** The newly elected Board of Directors shall not take Office until January of the year following the October Annual Elections Meeting, but shall meet with the current Board Directors at any Board meeting, between October and December's Annual Membership Meeting. A Board meeting must be held within 30 days of the October Annual Elections Meeting every year, for the purpose of establishing future Board and Membership meetings, developing a vision for the coming year, establishing committees, and for the transaction of such other business as may come before the Board. The new and current Board, as one, shall communicate the names of the new Board and elected officers to the full membership, within 45 days of the October Membership Meeting.

- B. **Regular.** The Board shall establish regular meeting times, as needed, but at least once every three months, at a time and place determined by the Board.
- C. **Special.** A special meeting of the Board shall be called by the Board President upon the written request of at least three members of the Board, such request to state the time and place of such meeting and provided that written notice of such meeting, along with an Order of Business, is given to each member of the Board at least three days prior to the date of such meeting. The Board President may call a special meeting of the Board after giving such written notice four days prior to the date of said meeting.
- D. **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors, or other committee designated by the Board, may be taken without a meeting, if consent of a majority of the Board, or committee, setting forth the action, is provided to the President and published in writing, uncontested, for viewing by entire Board or Committee, as the case may be. Such consent shall have the same force and effect as a binding vote at a meeting. Any such actions should be entered into the Minutes of the subsequent Board or Committee meeting.
5. **Quorum.**  
A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business by the Board. In the absence of a quorum, by a majority vote of the Directors present, items of business may be discussed without a Board vote, or the Directors present may adjourn the meeting, and poll all Directors to determine a later date and time for the meeting.
6. **Voting.**  
A majority of those present and voting at a Board meeting shall determine any question before the Board unless otherwise provided herein.
7. **Powers.**  
The powers and duties of the Board shall be: To have general control and management of the activities, business affairs and property of the organization; to determine the policies of the Organization not inconsistent with the Organization's continued status as a 501c3, the Articles of Incorporation, or the By-Laws; to approve the annual budget; to implement the policies, practices and programs of LHDNO; and to exercise all powers of the organization and to do all lawful acts and things as are not by the Articles of Incorporation or by these By-Laws, expressly prohibited or directed otherwise.
8. **Vacancy.**  
All vacancies on the Current Board shall be filled by a majority vote of the members then constituting the Board. If a vacancy, in an Area or on the Executive Board, occurs within 60 days prior to an open election, the current Board has the option to either fill the vacancy for 60 days, or to wait and let the vacancy be filled by the Area membership or Membership at-large, through the October elections. Persons chosen to fill vacancies shall serve the remainder of the unexpired portion of the term being filled. The Board will make every attempt to insure that any Area vacancy is filled with a member who resides within the Area where the vacancy occurs. If no Area member can be found to take the Area Board position, then the Board may appoint a replacement from within the membership "at-large."
9. **Records.**  
The Board shall cause to be kept in possession of the Secretary, a full and complete record of all of its proceedings. All Board and Membership Meeting minutes shall be kept by the Secretary, either as a hard copy in a three-ring binder or as a digital file. Whether hard copy or digital, all such records are to be transferred from Secretary to Secretary, in order to assist later Boards in researching any actions taken by a prior Board or at a prior Membership Meeting. The Board of Directors shall be responsible for complying with all reporting requirements of the Organization or grantors. All books and records of the Organization may be inspected by any member, or his agent or attorney, or authorized representative, for any proper purpose, at any reasonable time, within 30 days of written request to the President of the



Board. Any expense incurred by the inspection will be required of the person(s) requesting the inspection, prior to any inspection.

#### **10. Other Duties, Responsibilities and Protections**

- A. The Board of Directors shall be responsible for complying with all reporting requirements of the organization or grantors.
- B. Each member of the Board shall be responsible for identifying and stating conflicts of interest, when pertinent issues are discussed and voted by the Board. A conflict of interest shall be noted in the Board minutes, and if a vote on the matter is taken the results will note the outcome and that the member with a conflict has or was recused. A Director with a "Conflict of interest" shall be defined as a member of the Board who has a vested fiscal interest in the outcome of a Board action.
- C. The Directors shall be indemnified and held harmless to the extent and in the manner permitted by the Alabama Non-profit Corporation Law.

#### **11. Removal**

The Board of Directors, at a duly noticed meeting, may, by a two-thirds (2/3) affirmative vote, remove a Director for the following reasons:

- A. Failing to attend two (2) consecutive meetings of the Board of Directors without an adequate excuse. (Whether an adequate excuse has been presented is determined by a simple majority vote of the sitting Board);
- B. Failing to fulfill the responsibilities of the office as prescribed by the By-Laws;
- C. Engaging in conduct, which the Board of Directors determines to be injurious to the Organization or its purposes. The Director will be given notice of the proposed action to remove him or her from the Board, and will be given a reasonable opportunity to defend him or herself before the Board.

### **Article V COMMITTEES**

**Standing Committees.** In addition to such other committees the Board of Directors may from time to time authorize, there shall be the following standing committees:

- Executive Committee: President, Vice President, Secretary, Treasurer
- Nominations and Elections Committee
- Website Administration
- Membership Committee
- Finance Committee

Should difficulties arise in finding volunteer chairs and members for one or more committees, the entire Board may serve as the said committee(s).

- 1. Executive Committee.** The Executive Committee shall consist of the elected Officers of the Organization (President, Vice President, Secretary, Treasurer). The Executive Committee shall conduct the necessary day-to-day business of the Organization between meetings of the Board and report its action for approval to the next meeting of the Board. Meetings of the Executive Committee may be called by the President or upon the written request of three members of the Executive Committee.
- 2. Nominations and Elections Committee.** The Nominations and Elections Committee (NEC) shall consist of a Chairman appointed by the President and two members appointed by the majority vote of the Board. No member of the NEC may be a current member of the Board, or a candidate in the upcoming October Board Elections. The committee's purpose is to organize and carry out the October elections in a fair and orderly manner.

- A. The LHDNO Board shall determine and approve deadlines for:
  1. appointment of the NEC Chair and members of the NEC
  2. informing the NEC of the date of the October Annual Elections Meeting.
  3. the NEC to begin a search for candidates for open elections for Area Representatives and Officers.
  4. the NEC to present to the Board
    - all procedures for elections
    - trigger dates and deadlines
    - nomination forms
  5. Board approval or amendment of
    - the final election procedures, submitted by the NEC Chair
    - election trigger dates
    - the method of nominating and deadline for nominations
- B. The NEC shall search for candidates for open elections, until the nominations deadline, and will then validate the eligibility of all nominees.
- C. The NEC and the Board shall communicate all procedures, methods, important trigger dates such as the deadline for submission of nominees, as well as a copy of the nomination form, to the Full Membership, and review all procedures with them, no later than the last General Membership Meeting prior to the October elections meeting, or 30 days prior to the election, whichever comes FIRST.
- D. 15 days prior to the date for the Annual Elections Meeting in October, the NEC will report to the Board and the General Membership the final slate of Candidates and remind members of the location, date, and time of the October Annual Elections Meeting.
- E. The NEC shall be responsible for distributing and receiving ballots to and from the Membership, at the Annual Elections Meeting in October, should such ballots be needed. If a nominee is unopposed at the time of an election, and if no member present objects, the nominee may be installed on the Board, by “acclamation.”
- F. The NEC will be responsible for presiding over the elections, tallying the results of the election, and announcing the results to the Membership, the night of the election, and during the December Annual Membership Meeting ~~the following January~~, when the New Board is installed.
- G. Should no Board candidate receive a majority of votes, the two nominees with the greatest plurality of votes shall face an immediate run-off election. The nominee with a majority of votes shall be declared the winner.

### **3. Website Administration**

The Website Administrator or Webmaster is the administrator of the LHDNO website and is appointed by the Board of Directors. Responsibilities include:

- A. Registering and maintaining the website's domain name.
- B. Designing the website, or supervising page designers and programmers. He or she shall be responsible for the day-to-day maintenance of the website including, but not limited to:
  1. Monitoring the website to ensure its ongoing operation.
  2. Updating meeting, event, and community information in a timely manner.

The Webmaster shall have access to make changes to the website and shall have responsibility to maintain appropriate security for the integrity of the website and the information it contains.

### **4. Membership Committee.**

Membership Committee plans and implements membership promotion and retention programs, and will develop and maintain a calendar of membership statistics. The Membership Committee Chair will work with Area Representatives to inform membership about activities and promotions, and handle the correspondence and emails pertaining to membership. Finding new members is crucial to keeping LHDNO viable, and Area Representatives are the key to networking a membership campaign, as well as promoting any LHDNO social activities. Keeping members motivated and involved shall also the

Membership chair's challenge. The Membership Chair shall also work closely with the Treasurer to maintain membership records.

5. **Finance Committee.** The Finance and Planning Committee shall be responsible for preparing the Organization's Annual Budget, which shall be presented no later than the final meeting of the Board preceding the budget year. It shall assist the Treasurer in every way possible and work with the other Committees and the Board on matters pertaining to finances of the Organization. It shall develop and bring to the Board recommendations for short-term and long-term projects in which the Organization might engage to advance its purposes and raise funds. It shall be the recipient of the ideas and suggestions of any person or organization, member or non-member, who has an idea or project to propose. On the Board's recommendation, an ad hoc committee shall be appointed to initiate action on the proposal.
6. **General.** The Committees are the heart of a successful neighborhood organization. The task of all Committees is to consider and respond to issues and needs presented to the organization.
  - A. Suggested Additional Committees:
    - Welcome Committee
    - Area Beautification Committee
    - Curb Appeal Committee
    - Program Committee
    - Social Events Committee
    - Community Publicity and Promotion Committee
    - Bylaws Committee
  - B. Committee Chair appointments shall be for no greater time than the remaining portion of the fiscal year. Committees shall hold meetings at such time as designated by the chairman or by the committee. Committee reports should be in writing. With the exception of the NEC and the Audit Committee, members of committees may be, but need not be, Directors.
  - C. Absent selection of a Committee Chair, the Board may assume the role of any committee without a Chair, (except the Audit and/or NEC Committees).
  - D. Every Committee Chair may request Board approval of a budget for their tasks. (See Guidelines for Committee Chairs and Budgeting) Each Committee Chair must follow these guidelines, and bring any budgeting issues to the Board's attention, in a timely manner.
  - E. The Board may create any committees it deems necessary, and may assign or reassign duties to any committees, as needed.

## ARTICLE VI MEETINGS OF THE ORGANIZATION

### 1. **Annual Membership Meeting**

An Annual Membership Meeting shall be held each year on a day, selected by the Board, in the month of December, at a location, determined by the Board of Directors for the purpose of installing the "New Board," as elected by the membership at the ~~previous year's~~ October Election Meeting. The Board will determine and notify the membership of the specific date in the Month of December and the location chosen. Notification of the December Annual Membership Meeting shall be given to the Membership at least 30 days prior to the December Annual Membership Meeting, with a reminder sent out approximately seven days prior to the meeting. The purpose of the Annual Membership Meeting is to present the new Board of Directors to the membership and install any newly elected Area Representatives and Officers.

**2. General, Special, and Called Meetings**

General Meetings of the Full Membership may be held during the fiscal year. The Board of Directors will determine the dates and locations of the General Meetings and notify the Membership, at least 5-days prior to the meeting. A Special Meeting is to be held when 51% of the Full Membership petitions, in writing to the Board, to call for a Special Meeting for a specific purpose. The Board will, within 5-days of receiving the petition, verify the validity of the petition, and notify the Full Membership of the date and location of the meeting. The Board will make every effort to set the date of the meeting no later than 15 days from receipt of the petition. The Board may, from time to time, schedule a Called Meeting, where such meetings do not meet the General Meetings schedule, using the same notification procedure as for General Meetings.

**3. Order of Business**

Subject to the approval of the Board, an Order of Business shall be prepared by the Board President or the President's appointee for all Annual, General, Called and Special meetings. The Order of Business shall be disclosed to the membership at least 5 days prior to the meeting. Members in Good Standing will have the opportunity to address other subjects when the President asks for "New Business," at the meeting.

**4. Delivery Notice of Meetings**

The Board of Directors shall determine the best methods of meeting notification and Order of Business delivery.

**5. Quorum**

The Members present at any properly announced membership meeting shall constitute a quorum at such meeting.

**6. Minutes**

The Secretary or another Board appointed person, will take Minutes of each of the types of the Organization's Meetings to be communicated to the Full Membership within 30 days of the Meeting via electronic mail, printed notifications, and/or the Organization's internet website. The Minutes shall be emailed prior to meeting or read aloud at the next meeting. Minutes of the meetings are to become a permanent record kept by the Organization. Members in Good Standing will have access to the minutes upon a written request to the Secretary or another Board appointed person.

**ARTICLE VII  
FINANCE**

**1. Fiscal Year.**

The fiscal year shall begin on January 1 and end on December 31 of each year.

**2. Dues.**

Annual dues shall be fixed and determined by the Membership at the Annual Meeting.

**3. Gifts and Donations.**

The Organization is authorized to receive gifts, donations and grants to finance and fund its objectives and purposes.

**4. Expenditures of Funds.**

Expenditure of funds of the Organization may not be made without the signatures of either the President or Vice President and the Treasurer.

## **5. Auditor**

In January, the President shall appoint an Auditor, with the approval of the Board of Directors in the month of January, each year. The Auditor (who may be a member or a non-member of the Organization) may not be a member of the Board of Directors. The Auditor and the Treasurer shall set up an audit of the Treasurer's books and financial records, and report the audit results to the Board, with a copy given to each member of the Board of Directors no later than May 1st, and a permanent copy kept by the Secretary. A summary of the Auditor's findings shall be presented to the General Membership no later than the 15<sup>th</sup> of May, each year, and/or placed on the LHDNO website and in the LHDNO newsletter.

## **Article VIII Code of Ethics**

The Board of Directors, its Officers, and Volunteers will conform to the adopted, written code of ethics. (*See Code of Ethics in Appendix C.*)

## **Article IX General**

### **1. Roberts Rules of Order.**

The rules in the current edition of Robert's Rules of Order shall govern the Organization, the Board of Directors, Committees and all subcommittees in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any special rules that the Organization may adopt.

### **2. Notice.**

Requirements as to written notice in these By-Laws will be satisfied if such notice is mailed to the last known physical address or email address as shown on the records of the organization.

### **3. Amendments to By-Laws.**

The Bylaws may be amended as follows:

- A. Proposals to amend the By-Laws may be considered at any meeting of the Board as long as each member thereof has been duly notified of the amendment(s) 10-days prior to the meeting. Proposals to amend must be presented by at least one Board Member and will require a second to be placed on the agenda. The Board will by majority vote recommend to the Organization's Membership, whether The Board approves or disapproves of the amendment(s) as proposed.
- B. The Board's recommendation will be delivered to the Membership at the next Meeting of the Organization where the Members thereof will consider the amendment. Notice of the amendment(s) and the Board's recommendation must be given to the Full Membership 10 days prior to the Organization Meeting.
- C. Failing to obtain consideration by the Board, a proposed amendment to the bylaws may be added to an Organization Meeting when 35% of the Members in Good Standing sign a petition to do so. The Board, having received and verified the validity of the petition, will notify the Full Membership of the proposed Amendment 10 days prior to the Organization Meeting.
- D. A two-thirds (2/3) majority of votes of those attending a Membership Meeting, a quorum being attained, will decide the outcome of the proposed amendment(s). Mail-in votes will be allowed. However, proxy voting is not allowed.
- E. No change may be made to these bylaws by other than through the procedures outlined herein, except that typographical or grammatical errors may be corrected, provided the intended meaning of the text, as determined by the Board, is not changed.

## Appendix A:

### Leinkauf Historic District Neighborhood Organization Area Map

Below, please find a map of your Leinkauf Historic District. Take note of the nine Areas of Representation, bordered by the vertical, green lines. One Board Representative is chosen from each of the nine Areas of Representation, shown here, in addition to the at-large election of the four Executive Board Members (*President, Vice-President, Secretary, and Treasurer*). Together, they make up a 13-member LHDNO Board.



The purpose of the Areas of Representation is to give every resident within the boundaries of Leinkauf, the opportunity to elect “a neighbor,” close to him/her, as their Area Representative on the Leinkauf Board. **Note:** Areas of Representation do not follow property lines. Below each of the nine, numbered Areas of Representation (above), is a circle, containing the number of buildings within that Area. Every attempt was made for every Leinkauf resident’s primary neighbors, on each side of the resident (*facing the same street*), and those across the street from the resident, to be located within the resident’s Area of Representation.

## **Appendix B:**

### **LEINKAUF NEIGHBORHOOD ASSOCIATION**

#### **CHARTER**

**AUGUST 4, 1992**

**BE IT KNOWN** that on this 4th day of August, 1992 at the home of Henry and Margaret Smith, 256 Michigan Avenue, Mobile, Alabama the LEINKAUF NEIGHBORHOOD ASSOCIATION was formed and chartered.

**The following persons will now and forever be the charter members:**

**William R. Faircloth**

**Harris Oswalt**

**Henry A. Smith**

**Marilyn Y. Smith**

**Dan Summer, Jr.**

**Nancy Summer**

**Joseph A. Mahoney, II**

**Thomas T. Zieman**

**Mark C. McDonald**

**Lydia H. Craft**

**Rose Mary Stewart**

**Brian B. Stewart**

## **Appendix C:**

### **A Code of Ethics:**

#### **Ethical Principles For All Leadership Roles in LHDNO**

Ethical values, translated into active language, establishing standards or rules describing the kind of behavior an ethical person should and should not engage in, are ethical principles. The following list of principles incorporates the characteristics and values that most people associate with ethical behavior and want to see as characteristics of LHDNO's leadership.

**1. HONESTY.** Ethical leaders are honest and truthful in all their dealings and they do not deliberately mislead or deceive others by misrepresentations, overstatements, partial truths, selective omissions, or any other means. Any persons in positions of leadership shall recuse themselves from making leadership decisions with regard to LHDNO business, whenever they appear to have a conflict of interest.

**2. INTEGRITY.** Ethical leaders demonstrate personal integrity and the courage of their convictions by doing what they think is right even when there is great pressure to do otherwise; they are principled, honorable and upright; they will fight for their beliefs. They will not sacrifice principle for expediency, be hypocritical, or unscrupulous.

**3. PROMISE-KEEPING & TRUSTWORTHINESS.** Ethical leaders are worthy of trust. They are candid and forthcoming in supplying relevant information and correcting misapprehensions of fact, and they make every reasonable effort to fulfill the letter and spirit of their promises and commitments. They do not interpret agreements in an unreasonably technical or legalistic manner in order to rationalize non-compliance or create justifications for escaping their commitments.

**4. LOYALTY.** Ethical leaders are worthy of trust, demonstrate fidelity and loyalty to persons and institutions by friendship in adversity, support and devotion to duty; they do not use or disclose information learned in confidence for personal advantage. They safeguard the ability to make independent professional judgments by scrupulously avoiding undue influences and conflicts of interest. They are loyal to their companies and colleagues and if they decide to accept other employment, they provide reasonable notice, respect the proprietary information of their former employer, and refuse to engage in any activities that take undue advantage of their previous positions.

**5. FAIRNESS.** Ethical leaders are fair and just in all dealings; they do not exercise power arbitrarily, and do not use overreaching nor indecent means to gain or maintain any advantage nor take undue advantage of another's mistakes or difficulties. Fair persons manifest a commitment to justice, the equal treatment of individuals, tolerance for and acceptance of diversity, they are open-minded; they are willing to admit they are wrong and, where appropriate, change their positions and beliefs.

**6. CONCERN FOR OTHERS.** Ethical leaders are caring, compassionate, benevolent and kind; they like the Golden Rule, help those in need, and seek to accomplish their business objectives in a manner that causes the least harm and the greatest positive good.

**7. RESPECT FOR OTHERS.** Ethical leaders demonstrate respect for the human dignity, autonomy, privacy, rights, and interests of all those who have a stake in their decisions; they are courteous and treat all people with equal respect and dignity regardless of sex, race or national origin.

**8. LAW ABIDING.** Ethical leaders abide by laws, rules and regulations relating to their business activities.

**9. COMMITMENT TO EXCELLENCE.** Ethical leaders pursue excellence in performing their duties, are well



informed and prepared, and constantly endeavor to increase their proficiency in all areas of responsibility.

**10. LEADERSHIP.** Ethical leaders are conscious of the responsibilities and opportunities of their position of leadership and seek to be positive ethical role models by their own conduct and by helping to create an environment in which principled reasoning and ethical decision-making are highly prized.

**11. REPUTATION AND MORALE.** Ethical leaders seek to protect and build the company's good reputation and the morale of its employees by engaging in no conduct that might undermine respect and by taking whatever actions are necessary to correct or prevent inappropriate conduct of others.

**12. ACCOUNTABILITY.** Ethical leaders acknowledge and accept personal accountability for the ethical quality of their decisions and omissions to themselves, their colleagues, their companies, and their communities.

**Appendix D:  
Bylaws Amendments & Revisions Boards & Officers**

**2014:**

**LHDNO BYLAWS WERE AMENDED BY THE MEMBERSHIP, OCTOBER 1, 2014**

**BOARD OF DIRECTORS AND OFFICERS**

Josh McKenzie, President  
Tim Maness, Vice President  
Joyce Jiles, Secretary  
Alison Henry, Treasurer

Bylaws Revision Committee Chair: Bill Boswell

**2015:**

**THE BYLAWS WERE AMENDED BY THE MEMBERSHIP, DECEMBER 10, 2015**

**BOARD OF DIRECTORS AND OFFICERS**

Bill Boswell, President  
Cedric Douglas, Vice-President  
Terry Stanfield, Secretary  
Maurice Maurice Levite, Treasurer  
Betty Leslie, Member  
Pam Irby, Member  
Carol Adams-Davis, Member  
Harold Bolton, Member  
Joseph Mahoney, Member

Bylaws Revision Committee Chair: Bill Boswell

**2018:**

**THE BYLAWS WERE AMENDED BY MEMBERSHIP, JUNE 28, 2018**

**BOARD OF DIRECTORS AND OFFICERS**

Harold Bolton, President  
Pam Irby, Vice-President  
Carol Adams-Davis, Secretary  
Teresa Tessner, Treasurer  
Ed Barry, Board Member  
Betty Leslie, Board Member  
Joseph Mahoney, Board Member  
Tim Maness, Board Member  
Darrell Manning, Board Member  
Jessee Nicholes, Board Member  
Terry Stanfield, Board Member

Bylaws Revision Committee Chair: Harold Bolton

**2019:**

**THE BYLAWS WERE AMENDED BY MEMBERSHIP, FEB. 28, 2019**

**BOARD OF DIRECTORS AND OFFICERS**

Tim Maness, President  
Harold Bolton, Vice-President  
Carol Adams-Davis, Secretary  
Teresa Tessner, Treasurer  
Jean Pitts, Board Member  
Joe Brown, Board Member  
Linda Thomlinson, Board Member  
Joseph Mahoney, Board Member  
LePret Williams, Board Member  
Darrell Manning, Board Member  
Jessee Nicholes, Board Member  
Graham Jones, Board Member

Bylaws Revision Committee Chair: Harold Bolton

