

HILL 2000, Incorporated BYLAWS As Amended 2024

Approved on February 16, 1995 by the General Membership

Revised on January 16, 2003 by the General Membership

Revised and approved by the General Membership on October 17, 2024

ARTICLE I: NAME

The official name of the organization shall be Hill 2000, Incorporated (hereafter referred to as "The Corporation").

ARTICLE II: GEOGRAPHICAL AREA

The area of The Corporation, generally referred to as "The Hill", shall be bounded by:

Kingshighway Boulevard on the East;
Hampton Avenue on the West;
Manchester Avenue on the North;
Southwest Avenue from Kingshighway to Columbia, and
Columbia Avenue from Southwest to Hampton Avenue on the South.

ARTICLE III: PURPOSE

The corporation is organized for purposes of community organizing, leadership, advocacy and planning, educational and charitable works within the meaning of Internal Revenue Code (IRC) §501(c)(3), including, but not limited to, the following specified purposes:

- A. Historical Preservation: to collect, preserve and showcase documents, photos, oral histories, keepsakes and other items to capture and maintain the rich history of "The Hill" for future generations.
- B. Neighborhood Beautification: to preserve and improve as necessary parks, key landmarks, and other public spaces; to improve landscaping and signage in the area; to assist homeowners in accessing community resources to maintain their dwellings in good condition; to work with state and local agencies for the betterment of "The Hill".
- C. Philanthropy: to provide assistance and/or fundraise as needed to support local causes, events and organizations.
- D. Safety and Security: to work with law enforcement and other agencies to ensure the safety and protection of the residents and visitors; to create strong cohesive relationships among businesses, residents, organizations and institutions for the betterment of "The Hill".

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility for Membership

The following are eligible for membership in The Corporation:

- A. Residents of the above designated area of The Corporation;
- B. Landowners in the above designated area;
- C. Those who maintain businesses in the above designated area; names of these business owners must be specified and verified;
- D. "Friends of the Hill" are those individuals who do not otherwise qualify for membership in one or more of the above categories, but who, nonetheless, wish to be members of The Corporation.
- E. There is only one category of membership: individual.

Section 2. Membership Fees and Benefits

The Corporation cares for all residents of "The Hill" and works for their benefit regardless of whether they are dues paying members.

- A. Formal membership in The Corporation is obtained by paying the annual membership fee as specified by the Board of Directors.
- B. Benefits of paid membership include voting privileges as specified herein; a subscription to the newsletter and other mailings, email notifications of news, activities and events, and participation in membership meetings.

Section 3. Voting Rights.

- A. Each paid membership establishes one individual voting member, entitled to one vote.
- B. "Friends of the Hill" do not have voting rights.
- C. Voting rights are granted upon payment of membership dues. Voting rights are maintained as long as dues are current. If renewal dues are 60 days delinquent, membership and voting rights are forfeited. Voting rights can be regained upon paying renewal dues.

ARTICLE V: BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors.

Section 1. Composition of the Board of Directors.

- A. The Board of Directors of Hill 2000, Inc. ("The Board") shall consist of nine (9) members elected by the general membership. All members of the Board must live within the boundaries of the corporation.
- B. The term of the nine elected members shall be for a three (3) year term. Elected members may serve no more than two (2) consecutive terms. Members who have served two (2) consecutive terms may again seek election to the Board after sitting out at least one calendar year.

C. An official representative of St. Ambrose Parish may serve as an ex-officio member. The Board of Directors may designate other ex-officio members as deemed appropriate.

Section 2. Duties of the Board of Directors

The duties of the Board of Directors shall include but are not limited to the following:

- A. Establish general policies and procedures needed to guide The Corporation and its goals and activities.
- B. Implement policies and procedures to accomplish its goals and activities.
- C. To delegate such authority and responsibility to individuals and committees as is required for the effective operation of The Corporation.
- D. To review, supervise and approve the actions of its designated individuals and committees.
- E. The Board may hire such employees as are necessary to conduct the business of the Board. The duties and compensation of any employees should be outlined in a job description.
- F. The Board may contract with persons and/or businesses for services for which their expertise and experience can best advise The Corporation in the execution of its programs and activities.
- G. To review and approve or disapprove the proposed actions of the Executive Officers.
- H. To attend all meetings of the Board unless excused. Missing two consecutive meetings without the consent of the Board shall constitute grounds for removal from the Board.

Section 3. Meetings

The Board shall hold meetings monthly. A majority of the Board members shall constitute a quorum. A quorum is required for the official transaction of any business. If a matter is time sensitive and the Board is unable to meet in person, requiring a vote be taken over email/text/other electronic means, a quorum must participate in the decision making process. Such decisions shall be recorded in the minutes of the next in-person meeting.

Section 4. Vacancies

In the event of a mid-term vacancy on the Board of Directors the Board by majority vote shall appoint someone to serve out the term of the vacant position. The position is to be filled within thirty days, if possible. Vacancies on the executive board shall be filled by a majority vote of the Board of Directors.

ARTICLE VI: EXECUTIVE OFFICERS

A. The executive officers of the Board of Directors shall include the President, Vice-President, Secretary and Treasurer. The executive officers shall be elected by the Board of Directors each year following the election of new Directors.

B. The duties of the executive officers ("Executive Board") include but are not limited to the following:

1. Prepare the agenda for meetings of the Board of Directors and of the general membership.
2. Act on behalf of the full Board on all approved policy matters, as well as executive, operational, legal and business affairs on behalf of The Corporation.
3. Submit all actions for review and approval by the full Board.
4. Meet as necessary and/or as deemed appropriate by the full Board.
5. The Executive Board may contract with persons and/or businesses for services as are necessary to conduct the business of The Corporation.

B. The President shall call and preside over meetings of the Board of Directors, the Executive Board, and the general membership. The President will execute legal and/or business documents on behalf of the Board.

C. The Vice-President shall act in the absence of the President.

D. The Secretary shall perform all duties customarily performed by a secretary, including but not limited to recording minutes of the Board and general membership meetings. Minutes of the previous Board meeting shall be submitted to the Board members in advance of the next meeting. Minutes of the general membership meetings shall be disseminated by newsletter, email, or other reasonable means.

E. The Treasurer shall perform all duties customarily performed by a treasurer, including but not limited to being responsible for all financial matters and records of The Corporation. The Treasurer shall demonstrate basic accounting principles and keep records in a similar fashion as the previous year so as to provide consistency for the Corporation. The Treasurer shall pay monies for the expenses of The Corporation as authorized by the Board and establish accounts with a bank as authorized by the Board. Financial reports shall be submitted to the Board as requested. Financial reports, such as profit and loss statements, shall be distributed to the general membership at general membership meetings, or made available upon request, or disseminated by other reasonable means.

ARTICLE VII: GENERAL MEMBERSHIP MEETINGS

Section 1. General Membership Meetings

The Board will schedule meetings for the entire membership of The Corporation at least four (4) times per calendar year. A meeting shall be scheduled in the fall of the year so that elections to the Board may be held. The general membership meetings will provide an opportunity for the Board of Directors to report to the general membership on the activities and policies of the Corporation and to address issues of importance to the general membership.

Section 2. Elections.

Each year, one-third (3) of the elected, at-large members of the Board shall be elected by the membership. Article IV, Section 3 outlines those members with voting privileges. The Board is responsible for securing nominations for these positions. The three nominees who receive the highest plurality of votes of members present at the meeting are elected to the Board.

Section 3. Nominations.

The Board of Directors shall appoint a nominations committee for the annual elections. The nominating committee shall develop a slate of candidates at least thirty (30) days prior to the fall general membership meeting. Candidates will be asked to provide a statement of intent concerning their desire to serve and must acknowledge in writing that they understand and accept the responsibilities of a Board Member as specified by these bylaws. Candidate's profiles and statements of intent should be published in the newsletter or disseminated by other reasonable means prior to the general membership meeting at which elections are held.

ARTICLE VIII: COMMITTEES

- A. The Board may establish committees to conduct the business and further the interests of the Board's purposes. Committees may consist of Board members and/or community volunteers. A Board member should serve as a liaison to each committee, to act as contact person for the committee and to report the committee's activities to the Board. The work of all committees is subject to review by the full Board. Such committees may include, but are not limited to, Beautification, Safety and Security, Management of the Hill Neighborhood Center, Preservation, Communications, Events, and Fundraising.
- B. All financial activity of The Board and/or any of its committees must meet the norms of the tax-exempt status of the Corporation pursuant to IRC §501(c)(3). All financial dealings of committees need approval of the Board.

ARTICLE IX. PROCEDURE

Section 1. Procedure

Board and committee meetings shall be conducted according to the rules contained in "Robert's Rules of Order Revised" except in situations where special rules have been adopted or where they are inconsistent with these bylaws.

Section 2. Special Procedures

Special rules of order for the Board may be established by the affirmative vote of the majority of the members present.

ARTICLE X. AMENDMENTS

These bylaws may be amended by two-thirds vote of the general membership at a general meeting. Any amendment must be proposed in writing, signed, and sent to the Board of Directors at The Corporation office sixty (60) days prior to presentation to the general membership for review. Any proposed amendment inconsistent with the IRC §501(c)(3) status of The Corporation will be rejected. Proposed amendments/revisions to the bylaws shall be disseminated to the general membership by newsletter or other reasonable means at least thirty (30) days prior to the presentation of the proposed amendments/revisions at the general meeting.

ARTICLE XI. EARNINGS AND DISSOLUTION

Section 1. Earnings.

This Corporation is organized and shall be operated exclusively for the purposes herein set forth. In no event shall any part of its earnings benefit an individual member. Notwithstanding any other provisions of these bylaws, the Corporation shall not conduct any other activities not permitted to be carried on by a organization exempt from Federal Income Tax pursuant to IRC §501(c)(3) or by an organization to which contributions are deductible pursuant to IRC §170(c)(2).

Section 2. Dissolution.

Upon dissolution of the corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations pursuant to IRC §501(c)(3) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such

organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

_____End of Bylaws_____