
NORTHSIDE HILL NEIGHBORHOOD ASSOCIATION

Bylaws

ADOPTED SEPTEMBER 16, 2026

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Vision Statement; Character and Integrity

Section 1: Vision Statement

In its activities the Northside Hill Neighborhood Association will

- Respect the rights and dignity of all neighborhood residents
- Promote social cohesion, and foster a sense of community
- Promote peaceful enjoyment of the neighborhood and its facilities
- Preserve/protect the natural resources & natural beauty of the neighborhood
- Develop modes of open communication with our neighbors and our governing bodies

Section 2: Nonpartisan and Nonsectarian Character

- 1 The Association is nonpartisan and nonsectarian. The Association shall not endorse or oppose any candidate for public office or political party, participate or intervene in any political campaign, or use Association resources for campaign purposes.
- 2 Nothing in this Section limits the Association from taking positions on public policy or neighborhood issues, communicating with public officials, or engaging in lawful advocacy or lobbying consistent with its tax-exempt status.
- 3 The Association shall not endorse, promote, or oppose any religion or religious belief. This does not prohibit cooperation with religious organizations on activities consistent with the Association's purposes and not conducted for religious advocacy.
- 4 Nothing in this Section restricts the personal political or religious activity of members, officers, or Steering Committee members when they are not acting on behalf of the Association.

Section 3: Conflict of Interest

A Steering Committee member or officer with a material financial, business, family, or other personal interest in a matter before the Association shall disclose the interest and shall not vote on the matter. The disclosure and recusal shall be recorded in the minutes.

ARTICLE II

Boundaries

To the North - Simon Ct near Mt Simon neighborhood, to Omaha St, and Northside Lutheran Cemetery/Seymour Rd

To the East - The Chippewa River State Trail near Evergreen St, down to Wagner St near Brickhouse Pub

To the South - Bellevue Ave and Ball St, to Madison St near Sacred Heart of Jesus Church

To the West - To the tracks near Sacred Heart that run up near Sheridan Rd, to Cascade plant and Mt. Simon peninsula

Boundaries are set as indicated in the maps attached to these bylaws.

ARTICLE III

Members

All resident property owners, resident renters, and absentee residential property owners within the boundaries of the Northside Hill Neighborhood Association qualify as voting members of the Association. All businesses, schools and churches within the boundaries qualify as non-voting associate members of the Association. Voting members must be at least 18 years of age.

Steering Committee and Officers

Section 1: General Powers

The daily affairs of the Association will be managed and voted on by an elected Steering Committee which shall have authority concerning the activities of the Association. This Committee will represent the geographic areas of the Association as much as possible and continually review its representation of the gender and racial diversity of the neighborhood. The Steering Committee will carefully listen to its neighbors, weigh their input, and do their best to make decisions that align with the majority of its constituents. For purposes of Chapter 181 of the Wisconsin Statutes, the Steering Committee constitutes the Board of Directors of the Association, and each Steering Committee member is a director.

Section 2: Number, Tenure, and Qualifications of the Steering Committee

- 1 The Steering Committee shall consist of seven (7) voting members of the Association. Of these seven (7) members, two (2) are members-at-large and five (5) are officers. Steering Committee members will be elected by the Association's members at its annual meeting.
- 2 Steering Committee members and officers shall be elected to two (2) year terms. All seven (7) seats shall be elected at the same annual meeting, in even-numbered years. A person appointed to fill a vacancy under Section 4 serves only until the next annual meeting, at which the membership shall elect a person to serve the remainder of that term.
- 3 Any member of the Steering Committee may resign at any time by giving written notice to the Steering Committee.
- 4 No person may serve more than five (5) consecutive two-year terms (10 years) on the Steering Committee, whether as an officer, as a member-at-large, or in any combination. Service of more than one (1) year of an unexpired term counts as a full term. After a break in service of at least one (1) year, a person may again be elected.
- 5 Only voting members of the Northside Hill Neighborhood Association may be elected, appointed, or serve on the Steering Committee.
- 6 **Continued eligibility.** A Steering Committee member must remain a voting member of the Association throughout their term. If a Steering Committee member ceases to qualify as a voting member - including by moving out of the neighborhood - that person shall resign, and if they do not, the seat becomes vacant automatically on the date they ceased to qualify.

Section 3: Officers

At the Annual Meeting, the officers shall be nominated and elected by the Association members. The officers must be voting members of the Association at the time they are nominated and will consist of President, Vice-President, Secretary, Treasurer, and Information Officer. Each officer will be elected to a term of two (2) years, subject to the limit in Section 2(4). All officers shall be elected at the same annual meeting, in even-numbered years, as provided in Section 2(2). The officers are members of the Steering Committee.

1) President Duties

The President shall be the official spokesperson of the organization. The President shall have the responsibility to call meetings, preside over general meetings of the Association and the meetings of other committees. Each member of the Steering Committee, including the President, has one (1) vote on all matters before the Steering Committee. When presiding over a committee other than the Steering Committee, the President votes only when the vote is needed to break a tie.

2) Vice-President Duties

The Vice-President shall act as the temporary chairperson in the absence of the President at meetings of the Committees or the Association. The Vice-President can also act as the official representative of the Association if the President is not able to do so. If the President resigns or the office of President otherwise becomes vacant, the Vice-President shall serve as Acting President until the vacancy is filled under Section 4.

3) Secretary Duties

The Secretary shall take the minutes of the meetings of the Association and the committees, they shall keep the general records of the Association, and shall assist in publishing or transmitting the notices and communications of the Association and the committees thereof.

4) Treasurer Duties

The Treasurer shall be responsible for the deposit and safekeeping of any funds received by the Association or its Committees, shall be responsible for the payment of bills or other obligations of the Association, shall furnish assistance to fundraising committees, and shall be responsible for the preparation and filing of any returns or reports to regulatory agencies, and shall maintain up to date financial records. To protect the Treasurer, the Treasurer shall comply with the financial controls required by Section 10.

5) Information Officer Duties

The Information Officer will be responsible for communicating with residents of the Neighborhood Association. This would include being an administrator in social media platforms in use by the Neighborhood Association, posting current information and events. The Information Officer shall ensure that the President and at least one other officer hold administrative or recovery access to each Association digital account.

Section 4: Vacancies

A vacancy on the Steering Committee or in an officer position may be filled, until the next annual meeting, by a majority vote of the Steering Committee members then in office. A person appointed to fill a vacancy must be a voting member of the Association. If the number of Steering Committee members then in office falls below four (4), the remaining members shall call a special meeting of the Association within forty-five (45) days for the membership to fill the vacancies; the remaining members may call that meeting regardless of quorum. At the next annual meeting, the Association members shall elect someone to finish the original term.

Section 5: Meetings of the Steering Committee and the Association

- 1 **Annual Meeting.** The annual meeting of the Northside Hill Neighborhood Association shall be held once each calendar year between August 1 and September 30, at a date, time, and place determined by the Steering Committee, for the purpose of electing Steering Committee members and officers, reporting the work of the Steering Committee and any other committees, and conducting other Association business. Notice shall be given at least thirty (30) days in advance.

- 2 **General and Special Meetings.** The Association shall meet at least four (4) times each calendar year, including the annual meeting, at dates determined by the Steering Committee. Special meetings may be called by the President, by a majority of the Steering Committee, or upon written request of ten (10) voting members.

Notice of a general or special meeting shall be given at least fourteen (14) days in advance. Notice of a special meeting shall state its purpose, and only business within that purpose may be transacted.

- 3 **Community Meetings.** The President or the Steering Committee may call a community meeting at any time, with whatever notice is practical, for discussion, information, or consultation with the neighborhood. **No binding action of the Association may be taken at a community meeting.**
- 4 **Steering Committee Meetings.** The Steering Committee shall meet at least quarterly. Meetings may be called by the President or upon written request of four (4) Steering Committee members. Steering Committee meetings shall be open to Association members, and reasonable notice of the time and place shall be provided.

The Steering Committee may meet in closed session to discuss confidential personnel or legal matters, but no final action may be taken in closed session.

- 5 **Remote Participation.** The Steering Committee may authorize participation in a meeting by real-time electronic or telephonic means that allow participants to communicate with one another. A person participating in this manner is considered present for quorum and voting purposes.
- 6 **Notice.** Notice under this Section shall state the date, time, and place of the meeting and shall be given through multiple communication channels maintained by the Association.

Section 6: Quorum

- 1 **Association Meetings.** Seven (7) voting members of the Association shall constitute a quorum for the transaction of business at any general, special, or annual meeting of the Association, except where these bylaws require a greater number.
- 2 **Steering Committee Meetings.** Four (4) members of the Steering Committee shall constitute a quorum for the transaction of business at any meeting of the Steering Committee. If a quorum is not present, discussion may take place but no business can be transacted. In the absence of a quorum the meeting may be adjourned by a simple majority of those present.

Section 7: Voting

- 1 **One member, one vote.** Each voting member has one (1) vote. Ownership or rental of more than one property, or qualifying in more than one capacity, does not create more than one vote. Each individual who qualifies under Article III has their own vote, including where two or more qualifying individuals share a household.
- 2 **No proxy voting.** At any annual, general, or special meeting, voting members shall vote in person or by remote participation authorized under Section 5(5). **Proxy voting is prohibited.**
- 3 **Online and electronic polling.** The Steering Committee may conduct online or electronic polls to gauge member interest or support on any question. Such polls are advisory and nonbinding, are not action of the Association, and may not be used to elect or remove any person, to amend these bylaws or the articles of incorporation, to authorize expenditures, or to dissolve the Association. Results shall be reported at the next meeting and recorded in the minutes as advisory.
- 4 **Nominating Committee.** At least sixty (60) days before an annual meeting at which Steering Committee members and officers are to be elected, the Steering Committee shall appoint a nominating committee of three (3) voting members, not more than two (2) of whom may be current Steering Committee members, to gather names for the election. Any voting member may nominate themselves or another voting member. The nominating committee shall deliver its slate to the Steering Committee at least thirty (30) days before the

annual meeting, and the slate shall be included in the notice of the annual meeting. Further nominations may be made from the floor. Nominations from the floor must be made with the approval of the person being nominated.

- 5 **Election.** Any contested race shall be decided by secret written ballot. A single ballot sheet may list all seats. The five (5) officer positions are elected one office at a time: for each office, each voting member may vote for one (1) candidate, and the candidate receiving the most votes for that office is elected. The two (2) members-at-large are elected in a single race: each voting member may vote for up to two (2) candidates, and the two candidates receiving the most votes are elected. An uncontested race may be decided by voice vote or unanimous acceptance of the nominations. A tie shall be resolved by a run-off ballot among the tied candidates and, if the tie persists, by lot.
- 6 **Administration of the election.** The Secretary shall administer the election, distributing ballots to the voting members present, collecting them in a ballot box, and counting them together with at least one (1) other person. If the Secretary is a candidate in a contested race, the nominating committee shall designate a voting member who is not a candidate to administer the election. Any candidate may observe the count.
- 7 **Other votes.** Except where these bylaws or Wisconsin law require otherwise, action at a membership meeting is approved by a majority of the votes cast by voting members present. Abstentions are not votes cast. This may be by ballot, show of hands, or voice vote.
- 8 **Action without a meeting.** The membership may act without a meeting only as permitted by Chapter 181 of the Wisconsin Statutes. The Steering Committee may act without a meeting only by written consent, which may be given electronically, of two-thirds (2/3) of the Steering Committee members then in office; any such action shall be recorded in the minutes and reported at the next Steering Committee meeting. Amendment of these bylaws or the articles of incorporation, dissolution, removal, and the election of Steering Committee members or officers may not be done without a meeting.

Section 8: Removal

- 1 **Removal from an officer position.** An officer may be removed from that office by a two-thirds (2/3) vote of the Steering Committee members then in office. Removal from an officer position does not remove the person from their elected Steering Committee seat; that person continues to serve on the Steering Committee as a member-at-large for the remainder of their term unless removed under subsection (2) or (3). The Steering Committee shall fill the vacated office under Section 4 by appointing one (1) of its own members, so that the Steering Committee continues to consist of seven (7) members.
- 2 **Attendance.** If a Steering Committee member is absent from three (3) consecutive regular meetings of the Steering Committee, or from more than three (3) of the regular Steering Committee and general membership meetings held in any nine (9) month period, that member will be contacted by a representative of the Association, and the Steering Committee may declare that seat vacant by majority vote after written notice to the member and an opportunity to respond. This subsection is adopted under Wis. Stat. § 181.0808(8) and applies to each Steering Committee member from the beginning of their term.
- 3 **Removal from an elected seat by the members.** A Steering Committee member elected by the membership may be removed from that seat, with or without cause, only by the voting members, at a meeting whose notice, given at least thirty (30) days in advance, states that removal of that person is a purpose of the meeting. Removal requires the affirmative vote of two-thirds (2/3) of the votes cast, provided that at least twelve (12) voting members are present. Such a meeting shall be called by the Steering Committee upon its own majority vote or upon written petition of ten (10) voting members, and shall be held within forty-five (45) days.
- 4 **Unauthorized commitments.** If a Steering Committee member or officer of the Northside Hill Neighborhood Association makes commitments on behalf of the Association without authorization by the President or the Steering Committee, that person may be removed from an officer position under subsection (1), and from an elected seat under subsection (3).

- 5 **Due process.** Before any removal action under this Section, the person shall receive written notice of the grounds at least seven (7) days in advance and shall have the opportunity to respond in writing and to address the deciding body. The person shall not vote on their own removal and shall not be counted in determining the vote required. The Steering Committee may deliberate in closed session, but the outcome shall be recorded in the minutes.

Section 9: Association Property and Records

- 1 Association accounts, credentials, records, domain names, and other property acquired or maintained on behalf of the Association shall remain under Association control and be transferred to successors.
- 2 At least two (2) current officers shall hold administrative or recovery access to each Association financial account and to each material digital account. No account shall be under the sole control of any one person.
- 3 **Shared access and posting.** Steering Committee members and officers may access Association digital accounts and post on behalf of the Association with the approval of the Information Officer or the President. Routine access under this subsection is not a transfer of responsibility for the account.
- 4 **Transition.** Within thirty (30) days after leaving office, a departing Steering Committee member or officer shall transfer to their successor, or to the Steering Committee, all Association property, records, credentials, and account access in their possession or control. The outgoing and incoming officers shall jointly confirm in writing that the transfer is complete, and the Secretary shall record that confirmation in the minutes.
- 5 Approved minutes, the current bylaws, adopted policies, and the annual financial report shall be made reasonably available to any voting member on request.

Section 10: Financial Controls and Fiscal Year

- 1 The fiscal year of the Association begins October 1 and ends September 30.
- 2 The Steering Committee shall adopt and periodically review written financial-control policies. No individual shall have exclusive control over the Association's funds. Every disbursement shall require two (2) authorized persons, whether by co-signature or by documented second approval, regardless of the method of payment, including checks, debit or credit cards, electronic transfers, and payment applications.
- 3 The Treasurer shall report to the Steering Committee at each regular meeting and shall present an annual financial report to the membership.

ARTICLE V

Amendment of Bylaws

Section 1: Proposal

An amendment to these bylaws may be proposed by (a) a majority vote of the Steering Committee, or (b) a written petition signed by at least four (4) voting members of the Association, submitted to the President or Secretary at least forty-five (45) days before the meeting at which it is to be considered.

Section 2: Notice

The complete text of each proposed amendment, together with a brief plain-language explanation of its purpose, shall be distributed to the membership at least thirty (30) days before the meeting at which it will be considered. Notice shall be given through multiple communication channels maintained by the Association and shall state the date, time, and place of the meeting.

Section 3: Vote

These bylaws may be altered, amended, or repealed, and new bylaws adopted, only at an annual meeting or at a special meeting called for that purpose. Adoption requires the affirmative vote of two-thirds (2/3) of the votes cast by voting members present, provided that at least twelve (12) voting members are present. Abstentions are not votes cast. The requirements of this Article also apply to any amendment of the Association's articles of incorporation, in addition to the requirements of Chapter 181 of the Wisconsin Statutes.

Section 4: Scope

No amendment materially different from the text distributed under Section 2 may be adopted at that meeting. Amendments of a purely technical nature - correcting a cross-reference, a number, or a spelling - may be made from the floor.

Section 5: Protected Provisions

An amendment that would alter Article I (Vision Statement; Nonpartisan and Nonsectarian Character; Conflict of Interest), this Article V, or Article VI (Dissolution) requires the affirmative vote of three-fourths (3/4) of the votes cast, with at least twelve (12) voting members present. All other requirements of this Article apply to such an amendment.

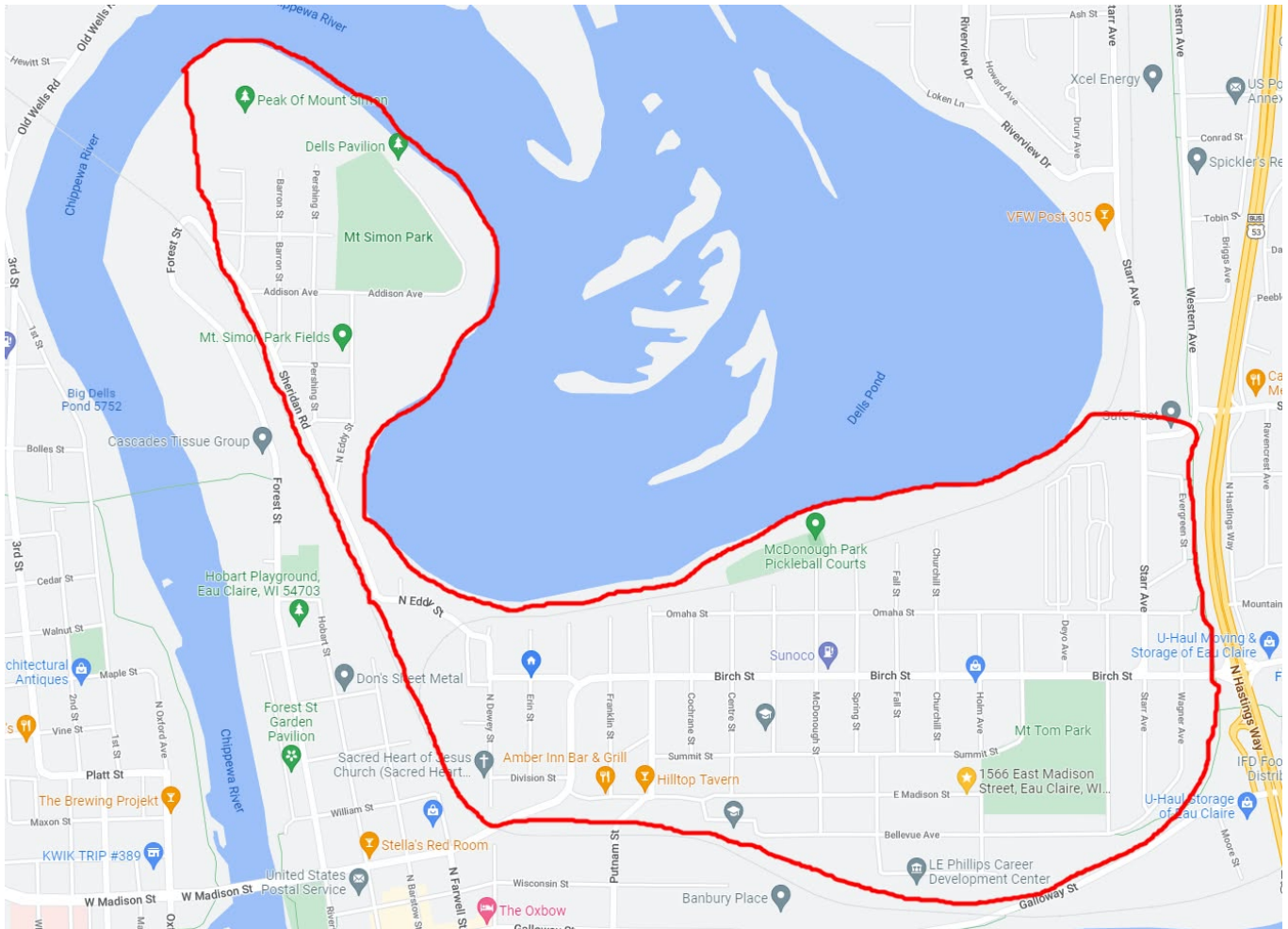
Dissolution

- 1 **Initiation and Approval of Dissolution.** Dissolution of the Northside Hill Neighborhood Association (hereinafter referred to as "the Association") may be proposed by a two-thirds (2/3) vote of the Steering Committee members then in office, or by written petition of at least ten (10) voting members. Dissolution must be approved by the voting members of the Association at an annual or special meeting called for that purpose. Notice shall be given at least thirty (30) days in advance in the manner required by Article V, Section 2, shall state that dissolution will be considered, and shall include a copy or summary of the plan of dissolution. Approval requires the affirmative vote of two-thirds (2/3) of the votes cast, provided that at least fifteen (15) voting members are present. **The Steering Committee may not dissolve the Association without the approval of the membership.**
- 2 **Closure of Accounts.** Upon the approval of dissolution by the required super-majority, the Treasurer of the Association shall immediately take all necessary actions to close any bank accounts held by the Association. This includes settling any outstanding debts, obligations, or financial commitments of the Association in accordance with state and federal law.
- 3 **Disposition of Assets.** After payment of or provision for all debts and obligations, and after honoring any donor or grant restrictions, remaining funds and property shall be remitted to the Eau Claire Neighborhoods Association (ECNA) to be held in trust for our neighborhood for up to five (5) years, provided that ECNA is at that time an organization described in Section 501(c)(3) of the Internal Revenue Code or a governmental unit described in Section 170(c)(1). Funds not applied for the benefit of this neighborhood within that period shall be applied by ECNA to its exempt purposes benefiting the north side of Eau Claire. The Treasurer shall ensure that such remittance is completed in a timely and documented manner.
- 4 **Alternate Beneficiary.** If ECNA no longer exists or is not then an organization described in Section 501(c)(3) or a governmental unit described in Section 170(c)(1), the funds shall be remitted to the City of Eau Claire for a public purpose benefiting this neighborhood; or, if the City declines, to one or more organizations described in Section 501(c)(3) selected by the Steering Committee whose purposes are most consistent with Article I. The decision regarding the eligibility of ECNA shall be made by the Steering Committee, based on the information available at the time of dissolution. **In no event shall any assets be distributed to any member, officer, or Steering Committee member,** except as reasonable compensation for services actually rendered or reimbursement of documented expenses.
- 5 **Record Keeping.** The Secretary of the Association shall ensure that all documents, minutes, and records relating to the dissolution process are properly archived and, where applicable, submitted to the appropriate local government agency for historical preservation.
- 6 **Final Report.** A final report detailing the dissolution process, including financial settlements and the distribution of assets, shall be prepared by the Treasurer and approved by the steering committee. This report shall be made available to all members of the Association and submitted to the relevant authorities as required by law.
- 7 **Legal Compliance.** The dissolution of the Association shall be conducted in accordance with all applicable local, state, and federal laws to ensure compliance and minimize liability for its members and officers.
- 8 **Effective Date of Dissolution.** The dissolution of the Association shall become effective upon the completion of all required actions as outlined above, including the distribution of assets and submission of the final report.

Financial Responsibility

- 1 **Voluntary Roles.** All Steering Committee roles within the NHNA are entirely voluntary. No officer or committee member shall receive compensation for their services. However, officers and committee members are eligible for reimbursement for legitimate expenses incurred on behalf of the association, provided these expenses are pre-approved by the Steering Committee.
- 2 **Prohibition on Personal Use.** NHNA accounts, including checks, debit cards, and cash, shall never be used for personal purposes. All financial instruments and funds of the association must be used exclusively for NHNA business.
- 3 **Approval of Expenditures.** All expenditures of NHNA funds, including reimbursements for preapproved expenses, must be authorized by the Steering Committee. Detailed records of all approvals and expenditures shall be maintained and made available to members upon request.
- 4 **Grant Management.** Any grants received by the NHNA for specific purposes must be deposited into a new, segregated savings account. These funds shall not be commingled with the general funds of the association. Adherence to all grant requirements and obligations is paramount, and detailed records of grant expenditures shall be maintained.
- 5 **Financial Transparency.** The treasurer shall keep a detailed financial report available for any meeting. Additionally, the treasurer shall prepare an annual financial report to be presented or made available at the annual general meeting for all members.
- 6 **Conflict of Interest.** Any officer or Steering Committee member with a potential conflict of interest in any financial matter must disclose this conflict and recuse themselves from any related decision-making processes.
- 7 **Succession Planning.** To ensure continuity and safeguard against financial mismanagement, the outgoing treasurer shall conduct a thorough handover process with the incoming treasurer, including a review of financial records and practices.
- 8 **Financial Training.** New Steering Committee members, particularly the treasurer, shall receive training on NHNA's financial policies and procedures to ensure proper management of association funds.

Association Boundary Map



Official boundary map attached to the bylaws.