

BY-LAWS

of the

HISTORIC BOSTON-EDISON ASSOCIATION

**(Revised 5/04/42; 2/04/46; 1/12/70; 5/20/84; 6/11/02; 2/08/05; 3/14/06; 1/9/07; 4/9/13;
7/31/14)**

ARTICLE I. NAME

The name of this corporation is the Historic Boston-Edison Association.

ARTICLE II. OFFICE

The principal office of this corporation is located in the City of Detroit, State of Michigan.

ARTICLE III. FISCAL YEAR

The Association's fiscal year is May 1 through April 30.

ARTICLE IV. ASSOCIATION BOUNDARIES

The boundaries of the Association are contiguous with those of the Boston-Edison Historic District (hereafter "District"), which are Woodward Avenue on the East, Linwood Avenue on the West, the alley south of Edison Avenue on the South, and the alley north of Boston Boulevard between Linwood and Hamilton Avenues and Glynn Avenue between Woodward and Hamilton Avenues on the North, in the City of Detroit.

ARTICLE V. PURPOSE

The purpose of the Association is to preserve single-family residential zoning, advocate for the enforcement of the City of Detroit Historic District Ordinance and all City of Detroit building and use restrictions within the District, and promote all other activities which are beneficial to the general welfare of the people of the District.

ARTICLE VI. MEMBERSHIP

Section 1. All residents who are in compliance with the single-family zoning regulations within the District are members of the Association.

Section 2. Active members, for purposes of voting and holding office, shall reside within the District, shall have paid annual dues and shall uphold the purposes for which this Association exists as described in Article V. For purposes of serving on the Board of Directors, a Director must be a resident in the City of Detroit, in the Boston-Edison Historic

District and the State of Michigan by holding and producing a valid Michigan driver's license or State I.D. pursuant to Article VI, Membership.

Section 3. Dues shall be paid by household units and shall be recorded in the name designated by members of the household.

Section 4. Voting shall be by individual adult members who are at least 18 years of age, with a limit of two (2) votes per household.

ARTICLE VII. BLOCK CLUBS

Section 1. The Association encourages and supports the formation and maintenance of block clubs and the Secretary shall maintain a list of all block clubs.

Section 2. A block shall be defined as those homes on both sides of a given street and between two intersection streets.

Section 3. An important function of the block club shall be to maintain and enforce the Historic District Ordinance and all building and use restrictions, as stated in Article V; to educate, encourage, and maintain the highest standards of single-family residential community life within the block; and, to encourage neighborliness and cooperation for the safety and well-being of all the residents of the block.

Section 4. The block club president, or his or her designee, shall serve as a liaison between the block and the Association's Board of Directors.

Section 5. All activities of block clubs shall be in accordance with the general principles of the Historic Boston-Edison Association.

Section 6. To facilitate and strengthen communication between block clubs and the Association, block club presidents are encouraged to attend monthly Board meetings and may request to be placed on the monthly board agenda by the President of the Association.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Association membership shall be held in the month of May at such date and place as shall be designated by the Board of Directors.

Section 2. General Meeting. The Board of Directors shall call and conduct two general meeting of the Association membership during the months of October and March of each fiscal year.

Section 3. Quorum. Twenty-five active members shall constitute a quorum for the election of Directors and for the transaction of any business at the Annual and General Meetings.

Section 4. Voting. There being a quorum present, a majority of the active members present shall decide any question that may come before the Annual or General meetings. Voting at the Annual meeting may be by absentee ballot.

Section 5. Notices. At least one week's written notice of all Annual and General meetings of the Association shall be given by the Secretary and/or published in the *Newsletter* of the Association.

Section 6. Special Meetings. Special General Meetings may be called at any time by resolution of the Board of Directors, or at the call of the President, or upon written request of fifteen active members to the Secretary and upon notice as provided in Section 5 of this Article.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. The business of the Association shall be conducted by a Board of Directors constituted of an active member from each of the east and west Streets in the District between Woodward Avenue and the John C. Lodge Freeway (Zone A) and an active member at large from that portion of the district; an active member from each of the east and west Streets in the District between Hamilton Avenue and Rosa Parks Boulevard (Zone B) and an active member at large from that portion of the District; and an active member from each of the east and west Streets in the District between Rosa Parks Boulevard and Linwood Avenue (Zone C) and an active member at large from that portion of the District. Each Director shall serve a term of three years or until a successor shall be duly elected and qualified. The term of office begins the day a Director is elected or appointed. One-third of the Directors, being all the Directors in a given zone, shall be elected at the Annual Meeting each year. Directors shall be eligible for reelection. All past presidents of the Association shall be Honorary Directors so long as they are active members of the Association.

Section 2. Elections of Directors.

A. Candidates for Director shall be nominated by the Nominations Committee (Art. XI Sec. 5B) or by petition signed by at least ten (10) active member households and submitted to the Executive Secretary not later than ten (10) days prior to the Annual Meeting. Nominations from the floor will not be accepted.

B. All elections shall be by written ballot, except that in the event there are no opposing candidates for the same Directorship, the vote shall be by voice. The official written ballot shall be prepared by the Committee on Nominations, as provided in Art. XI Sec.5B. Absentee ballots will be made available to dues paying members upon request to the Executive Secretary and must be returned on or before the date of the Annual Meeting.

C. The President shall appoint three active members of the Association to be inspectors of election at the Annual Meeting, who shall be present at that meeting at the place designated to count, tabulate and report the votes cast at that election.

D. A candidate for a Directorship who receives a plurality of the votes cast shall be declared duly elected. In case of a tie, the Board shall decide the election by majority vote.

Section 3. Vacancies. If the office of any Director shall become vacant for any reason, the remaining Directors, being a quorum, may recommend and appoint a successor who shall hold office until the next Annual Meeting, at which time the active members shall elect a Director to fill the unexpired term, but the Director so appointed by the Board of Directors or elected by the active members shall be from the street and zone which the former Director represented or, in the case of an At Large member, from the Zone which the former Director represented.

Section 4. Meetings. Regular meetings of the Board of Directors shall be held on a monthly basis in at least ten months of each fiscal year at such place and time as the Board may decide. Special meetings of the Board can be called by the President, or upon written request of five Directors to the Secretary. Notice of meetings shall be given in any manner that the Board may from time to time determine. A quorum of the Directors may prescribe the method of notice and waiver of notice.

Section 5. Quorum. At any meeting of the Board of Directors, a majority of the entire membership of the Board as then constituted by the By-Laws shall constitute a quorum for the transaction of business, and a majority of the Directors present, there being a quorum present, shall decide any question that may come before the Board.

Section 6. Powers.

A. The Board of Directors shall have power to elect the officers of the Association, to confirm the appointment by the President of Committees, and to employ and fix compensation of attorneys, auditors, an executive secretary, clerks, or any other agents or employees.

B. The Board of Directors shall institute such policies as are deemed necessary for the proper conduct of business including, without limitation, requirements for confidentiality of Board discussions, competitive bidding for goods and services, prohibiting conflicts of interest and the appointment of non-elected, uncompensated persons whose expertise may assist the Association and the Board.

C. The Board of Directors, in addition to the powers and authority expressly conferred upon them by these By-Laws, shall exercise all other powers as may be necessary for the purposes of the corporation, subject

nevertheless to the provisions of law, the Articles of Association and these By-Laws.

Section 7. Responsibilities

A. Fiduciary. The Directors have a fiduciary responsibility for the assets, income and expenditures of the Association. They are responsible for assuring that these assets and income are conserved and are used exclusively For the stated purposes of the Association and the benefit of the residents of the District.

B. Conflict of Interest. A director must recuse him-or herself from voting on or participating in discussion of any specific issue where a reasonable person with knowledge of the relevant facts may perceive a financial conflict of interest. A financial conflict of interest occurs when the outcome of the specific issue is likely to have a direct effect on the financial interest of the director, his/her immediate family or household, their close business associates, or an organization of which the director is an officer. The Board may determine whether such perceived conflicts of interest exist.

C. Participation. Directors have the general responsibility to participate actively and attentively in all business that comes before the board and in all planning and setting goals and objectives of the Association, and to provide leadership and assistance in the work and activities of the Association.

D. Attendance. Since participation in the decisions of the Board requires that Directors attend its meetings, a Director may have a maximum of three absences from regularly scheduled meetings, including monthly Board meetings, regularly scheduled general meetings, and the annual meeting, during the period September through June. After a fourth absence, that Director automatically will be removed from the Board. The President or a designee shall inform that Director in writing that his or her Directorship is terminated.

If a Director arrives at a regularly scheduled Board meeting more than one hour after the scheduled starting time, the Director shall be counted as absent from the meeting.

If a director arrives at a regularly scheduled Board meeting more than 15 minutes after the scheduled starting time, the Director shall be counted as tardy, and three tardy arrivals during the period September through June shall be counted as an absence.

Section 8. Participation. All Directors are expected to chair or co-chair or be an active member of at least one of the Board committees. Directors are expected to participate in the business, planning and execution of Association goals and objectives.

Section 9. Disciplinary Action. The Board may discipline or dismiss a Director by a vote in favor by two-thirds of currently seated Directors, if in the judgment of the Board there are sufficient grounds of sufficient seriousness. What constitutes sufficient grounds for discipline or dismissal is entirely in the judgment of the Board, but might include failure to participate in the work of the Board and its committees, violation of Director responsibilities, actions or behavior that disrupts the function and work of the Board of the Association, criminal act against the Association, or any other action delineated in policies and procedures adopted by the Board.

ARTICLE X. OFFICERS

Section 1. Titles-Election-Term. The Officers of the Association shall be a President, two Vice-Presidents, a Secretary, a Treasurer, an Executive Secretary, and possibly an Assistant Treasurer (per Art. X, Sec. 2.F). With the exception of the Executive Secretary, who is an employee, the Officers shall be elected by the Board of Directors at the June meeting. At that meeting, the Nominations Committee (Art. XI Sec. 5B) shall present from among the Directors its proposed slate of Officers, shall accept nominations from the floor, and shall conduct the election. All elections shall be by written ballot, except that in the event there are no opposing candidates for the same office, the vote shall be by voice. The terms of officers begin when elected.

Section 2. Duties. The duties of the Officers of the Association shall be as follows:

A. President. It shall be the duty of the President to preside at all meetings of the Board of Directors and at the Annual, General, and Special Meetings of the Association. The President shall appoint and be an ex-officio member of all committees, all appointments to be subject to the approval of the Board of Directors; shall sign all written contracts and obligations of the Association; and shall perform such other duties as are incident to this office subject to the approval of the Board.

B. Vice-Presidents. The First Vice-President, in the absence or disability of the President, shall have the powers and perform the duties of the President.

The Second Vice-President, in the absence or disability of the President and First Vice-President, shall have the powers and perform the duties of the President.

The Vice-Presidents shall, in addition to these duties, be coordinators of the various standing committees of the Association as designated by the President and the Board of Directors.

C. Secretary. The elected Secretary shall be assisted by a paid Executive Secretary. The Secretary shall read all correspondence at the meetings of the Association and Board of Directors; keep the register of the members of the Association; keep a copy of all correspondence issued by the Executive Secretary; make a written report of the Board's activities to the members of the Association at the Annual Meetings, and perform all other duties that are incidental to the office or prescribed by the Board of Directors.

D. Executive Secretary. The Executive Secretary is an employee of the Association who serves at the pleasure of the Board and, unless excused, is required to attend all Board, Special, Annual and General Meetings. The Executive Secretary shall record and keep the Minutes of the meetings of the Association and the Board of Directors; shall, upon request of the President, conduct the correspondence of the Board and the Association; provide a copy of all correspondence to the Secretary, and issue all notices and announcements relating to the affairs of the Association. Copies of all correspondence shall be retained in the Association's permanent file. The Executive Secretary shall also perform all other duties which are incidental to the office, subject to the approval of the President.

E. Treasurer. It shall be the duty of the Treasurer to receive and keep a written account of all money received and to deposit the same in the name of the Association in a financial institution that may be designated by the Board of Directors, such money to be withdrawn or disbursed as the Board may direct; shall give to the Association, at the request of the Board of Directors, a bond in the sum of not less than \$1,000 to be fixed by the Board with sureties acceptable to it, and shall prepare a written financial report to be presented at each Board meeting. Upon request of the Board, bank statements shall be presented to the Board at a designated meeting. The Treasurer shall maintain, in writing, a complete list of all active members. A written account of all special fund-raising monies shall be submitted at the monthly Board Meeting. A complete written report for the preceding year shall be presented to the Association at the Annual Meeting. The Treasurer shall also disburse the funds of the Association by checks countersigned by the President or a Vice-President or the Secretary. The President shall appoint a committee to review the books and perform an inventory of Association assets annually.

F. Assistant Treasurer. When, in the discretion of the Board of Directors and/or at the request of the Treasurer, it is determined that an Assistant Treasurer should be appointed to maintain the books of the Association and otherwise aid the Treasurer in performing his/her duties, the Board of Directors shall appoint an active member of the Association who resides within the District, who has expertise in accounting, finance or business. The Assistant Treasurer shall serve at the pleasure of the Board of Directors and without compensation.

Section 3. Compensation of Officers and Directors. The Officers and Directors of the Association, with the exception of the Executive Secretary whose compensation is set by the Board, shall not receive any salary or compensation for services rendered and shall not accept any gifts or gratuities from vendors or others who conduct business with the Association.

ARTICLE XI. COMMITTEES

Section 1. All committees shall be appointed by the President by and with the advice and consent of the Board of Directors. One member of each committee shall be appointed chairperson and report monthly activities to the Board. The chairperson or co-chairperson of each Committee shall be a member of the Board of Directors. The other members may be chosen from active members, within or without the Board.

Section 2. Standing Committees shall be reconfirmed or appointed at the September Board Meeting following the election of the new President and shall consist of at least two (2) members to serve throughout the year.

Section 3. Each Standing Committee shall serve notice of its meetings with an agenda at least one week prior to the announced meeting date.

Section 4. A summary of committee members in attendance at each meeting and action discussed or taken will be recorded and submitted to the Executive Secretary as a part of any report made by the committee chair or co-chair at the next monthly meeting of the Board.

The Standing Committees shall be as follows:

A. Beautification. This committee oversees the maintenance of the parks, boulevards, vacant lots and alleys, including but not limited to trash pick-up, mowing and landscaping. The committee's will accomplish this task by communication with residents, mobilization of residents, and coordination with City Departments.

B. Community and Public Relations. The committee's tasks are to develop an effective plan of membership, having as its objective bringing into the Association as active members all eligible residents of the District; to recommend public relations materials and campaigns to the Board of Directors in order to publicize the District; to promote acquaintance, fellowship and neighborliness among the members of the Association; and, in general, to be charged with the responsibility of promoting membership in the Association.

C. Zoning Committee. This committee is to improve residents' and owners' compliance with all zoning ordinances, including but not limited to property upkeep, property use, property abandonment, and conformance to Historic District requirements. The committee will use education, coordination with City Departments, and legal action to accomplish these ends.

D. Security. This committee works to improve the security of residents. The committee works to assist residents in securing and protecting their property from crime and to increase fire prevention awareness. The committee will accomplish these tasks through education campaigns, working with City departments and other agencies, and through other activities.

E. Holiday Homes Tour. This committee organizes and conducts all aspects of the annual Boston-Edison Holiday Homes Tour. The goals of the Tour and the committee are to raise funds for operation of the Association, to promote a positive public reputation for the District, and to build a sense of community by involving many residents.

Section 5. Not later than January before each Annual Meeting, the President shall appoint the following committees:

A. Annual Meetings of the Membership. The committee makes the necessary arrangements for the holding of the General and Annual Meetings (and Special Meetings when called) of the Association; secures the hall or auditorium; arranges and prints the program and tickets, if any, secures the speakers and other participants; issues the invitations and promotes attendance; and, in general, does all things necessary, including the appointment of subcommittees, to insure successful meetings.

B. Nominations. The committee shall consist of three Directors. Not later than January before each Annual Meeting, the President shall appoint the members. The committee nominates candidates for the office of Directors, reports the selected candidates to the Board, provides notice of a list of the candidates to members of the Association prior to the Annual Meeting, prepares and prints any official ballot for use at the Annual Meeting, listing thereon the names of candidates nominated by them and any other candidates running by petition. The committee also nominates to the Board of Directors at its June meeting a slate of candidates for Officers.

Section 6. Additional committees may be appointed from time to time as the President may determine or the Board of Directors may direct.

Section 7. The Board of Directors may delegate to any committee those powers and duties, in addition to those prescribed by these By-Laws, as the Board may deem appropriate.

Section 8. Authorization of Expense. No committee shall incur any expense or financial obligation without the express authorization of the Board of Directors.

Section 9. Each standing committee shall have its own policies and procedures, as approved by the Board of Directors.

ARTICLE XII. DUES AND ASSESSMENTS

Section 1. Membership Dues. The membership dues shall be a minimum amount of \$40.00 per year per household.

Section 2. Membership Dues and Assessments. The membership dues and assessments of the Association shall be determined and published by the Board of Directors.

ARTICLE XIII. AMENDMENT OF BY-LAWS

Section 1. By Directors. The Board of Directors, by majority vote of the Board, may amend these By-Laws at any regular or special meeting. All amendments shall be published to the membership or the Association at least thirty days before becoming effective.

Section 2. By Active Members. The By-Laws may also, at any time, be amended by majority vote of the active members at any General or Special Meeting. Notice of the proposed amendments shall be contained in the notice of any special meeting. Amendments by the members of the Association may be given immediate effect.

These Bylaws were amended and adopted as and for the Bylaws of the Historic Boston-Edison Association at a meeting of the Board of Directors held on the 31st day of July, 2014.

/s/Marilyn Mitchell
Executive Secretary