

BYLAWS OF THE HISTORIC SOUTHWEST NEIGHBORHOOD ASSOCIATION

Article I **NAME AND ADDRESS OF THE ORGANIZATION**

- Section 1 - Name of the Organization
- Section 2 - Principal Office
- Section 3 - Change of Address
- Section 4 - Other Offices

Article II **PURPOSE OF THE ORGANIZATION**

- Section 1 - Mission Statement
- Section 2 - Specific Objectives and Purposes

Article III **MEMBERSHIP**

- Section 1 - Determination and Rights of Members
- Section 2 - Membership Qualifications
- Section 3 - Advisory Membership Qualifications
- Section 4 - Admission of Members
- Section 5 - Fees and Dues
- Section 6 - Number of Members
- Section 7 - Distribution List
- Section 8 - Non-liability of Members
- Section 9 - Termination of Membership

Article IV **MEMBERSHIP MEETINGS**

- Section 1 - Time and Place of General Meetings
- Section 2 - General Membership Meetings
- Section 3 - Special Membership Meetings
- Section 4 - Agenda
- Section 5 - Quorum
- Section 6 - Participation
- Section 7 - Voting Rights
- Section 8 - Procedures
- Section 9 - Non-Partisan

Article V **DIRECTORS**

- Section 1 - Number
- Section 2 - Qualifications
- Section 3 - Powers
- Section 4 - Duties
- Section 5 - Petition for and Election to Office
- Section 6 - Term of Office
- Section 7 - Compensation
- Section 8 - Time and Place of Board Meetings
- Section 9 - Regular Meetings
- Section 10 - Special Meetings
- Section 11 - Notice of Meetings
- Section 12 - Quorum for Meetings
- Section 13 - Majority Action as Board Action
- Section 14 - Conduct of Meetings
- Section 15 - Vacancies
- Section 16 - Non-liability of Directors
- Section 17 - Indemnification by Association of Directors and Officers

Article VI EXECUTIVE COMMITTEE

- Section 1 - Designation of Officers
- Section 2 - Qualifications
- Section 3 - Election and Term of Office
- Section 4 - Removal and Resignation
- Section 5 - Vacancies
- Section 6 - Duties of the President
- Section 7 - Duties of the Vice President
- Section 8 - Duties of the Secretary
- Section 9 - Duties of the Treasurer

Article VII COMMITTEES

Article VIII CONFLICT OF INTEREST PROCEDURES

- Section 1 - Definition
- Section 2 - Declaring Conflict of Interest
- Section 3 - Abstention from Voting

Article IX GRIEVANCE PROCEDURES

- Section 1 - Grievance Committee
- Section 2 - Eligibility to Grieve
- Section 3 - Complaint Receipt
- Section 4 - Final Resolution

Article X PROPOSALS

- Section 1 - Submission of Proposals
- Section 2 – Notification
- Section 3 – Attendance
- Section 4 - Dissemination

Article XI PUBLIC MEETING and PUBLIC RECORDS REQUIREMENT

Article XII BOUNDARIES

Article XIII NON-DISCRIMINATION

Article XIV ADOPTION AND AMENDMENT OF BYLAWS

Article XV DEPOSITS AND FUNDS

- Section 1 - Execution of Instruments
- Section 2 - Checks and Notes
- Section 3 - Deposits
- Section 4 - Gifts
- Section 5 – Prohibition against Private Inurement

**ARTICLE I
NAME AND ADDRESS OF THE ORGANIZATION**

SECTION 1. NAME OF THE ORGANIZATION

The name of the organization shall be: The Historic Southwest Neighborhood Association. The use of the acronym, HSNA, may be substituted for the full name of the organization.

SECTION 2. PRINCIPAL OFFICE

The principal office of the HSNA is located in Olmsted County, State of Minnesota.

SECTION 3. CHANGE OF ADDRESS

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

520 9th Avenue SW ,Rochester, MN 55902	Dated: July 3, 2006
_____	Dated: ____20__
_____	Dated: ____20__

SECTION 4. OTHER OFFICES

The HSNA may also have offices at such other places, within its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**ARTICLE II
PURPOSE OF THE ORGANIZATION**

SECTION 1. MISSION STATEMENT:

To preserve and enhance our neighborhood, promote community, and unite our residents through a common voice.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSE:

- a) To provide an open process by which all members of the HSNA may involve themselves in the affairs of the membership area.
- b) To provide an organizational structure through which the membership can coordinate community projects to protect and enhance the livability of the HSNA neighborhood and surrounding areas.
- c) To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the HSNA, government agencies, and other neighborhoods.
- d) To meet with governmental representatives; report to governmental committees, agencies, boards; and generally to attempt to help local and state lawmakers establish enforceable legislation and policies to help protect and improve the livability of the HSNA, the City of Rochester, MN, and Olmsted County.
- e) To update the objectives of the HSNA from time to time to better achieve our mission.

**ARTICLE III
MEMBERSHIP**

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The HSNA shall have only one class of members. No member shall hold more than one membership in the organization. Except as expressly provided in or authorized by the Bylaws of the HSNA, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

SECTION 2. MEMBERSHIP QUALIFICATIONS

Membership in HSNA shall be open to any person who lives in and/or owns any real property or business within the HSNA boundaries. One staff representative from each government agency or nonprofit organization located within the HSNA boundaries shall have the same privilege as the residents listed above.

SECTION 3. ADVISORY MEMBERSHIP QUALIFICATIONS

Any person who does not meet the requirements of Article III, Section 2, may be granted an advisory membership for a period of 1 year by a majority vote of the HSNA members at a regular meeting.

SECTION 4. ADMISSION OF MEMBERS

Eligible persons shall be admitted to membership by meeting the membership requirements and by signing the attendance sheet at any general membership meeting.

SECTION 5. FEES AND DUES

Charging of dues or membership fees shall not be made at the inception of the HSNA. This issue shall be reexamined annually.

SECTION 6. NUMBER OF MEMBERS

There is no limit on the number of members the organization may admit.

SECTION 7. DISTRIBUTION LIST

The HSNA shall keep a distribution list containing the name, street address, and email address (if available) of each member. This information will be held confidential and shall be used only to distribute information to the membership. This list shall be kept at the organization's principal or designated office.

SECTION 8. NON-LIABILITY OF MEMBERS

Members of the HSNA are not personally liable for the debts, liabilities, or obligations of the association.

SECTION 9. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate whenever he or she no longer meets the membership qualifications of the HSNA. A member may at any time terminate his or her membership in the HSNA by giving notice of such termination delivered to the President or Secretary of the association personally or by mail.

All rights of a member in the HSNA shall cease on the termination of membership as herein provided.

ARTICLE IV MEMBERSHIP MEETINGS

SECTION 1. TIME AND PLACE OF GENERAL MEETINGS

General meetings will be held four times (quarterly). Meeting Months for general meetings will be February, May, August, and November. At this time the general membership meetings will be scheduled as such:

- Date: The 1st Thursday of the month.
- Time: 7:00 P.M.
- Duration: 1-2 hours
- Place: Christ United Methodist Church, 400 Fifth Ave. SW, Rochester, MN

The Board of Directors may change the time and place of general meetings and such changes shall not be deemed, nor require, an amendment of these Bylaws.

SECTION 2. GENERAL MEMBERSHIP MEETINGS

A regular meeting of members shall be held at a set time and location. No notification of a general meeting to the membership is required if that meeting is a regularly scheduled meeting at the designated time and location. Yard signs will be displayed for one week prior to regular meetings. If a general meeting is not held at the regularly scheduled time or location, then notice stating the place, day and hour of the meeting shall be given to the membership. Such notification shall be email (if email address is known) and yard signs (if possible). Attempts will be made to contact members through other means such as by website posting, telephone, mail or public service announcements on radio or TV.

SECTION 3. SPECIAL MEMBERSHIP MEETINGS

A special meeting of the membership may be called by the president as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days advance notice. Advance notification will follow the same requirements as required for a general membership meeting.

SECTION 4. AGENDA

The executive committee shall prepare the agenda for general and special meetings of the HSNA. Any person may suggest items for the agenda by submitting the items in writing to the president or vice-president at least 7 days in advance of the membership meeting.

SECTION 5. QUORUM

A quorum for any special meeting to the HSNA shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of the HSNA shall be made by a majority vote of those members present at any meeting.

SECTION 6. PARTICIPATION

Any general, special, or committee meeting is open to any person, and any who wishes, may speak to things that are on the agenda subject to available time. All action or recommendations at the general or special meetings shall be communicated to all active members.

SECTION 7. VOTING RIGHTS

All members who are at least 18 years of age are entitled to one vote on each matter submitted to a vote by the membership. Voting at duly held meetings shall be by voice vote.

SECTION 8. PROCEDURES

The HSNA shall follow Robert's Rules of Order (Revised) in all areas not covered in the bylaws.

SECTION 9. NON-PARTISAN

There will not be solicitation for political purposes related to city, county, state, federal or school board elections at any HSNA meetings. There will be no use of the HSNA to promote one's personal business or for financial gain.

ARTICLE V DIRECTORS

SECTION 1. NUMBER

The HSNA shall have a minimum of eight (8) directors, and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Any active member of the HSNA may serve as a director.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in these Bylaws relating to action required or permitted to be taken or approved by the members, if any, the activities and affairs of this HSNA shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- A) Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws;
- B) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and the HSNA;
- C) Supervise all officers, agents and employees of this HSNA to assure that their duties are performed properly;
- D) Meet at such times and places as required by these Bylaws;
- E) Register their addresses with the president or other assignee of the HSNA such that notices of meetings e-mailed, mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. PETITION FOR AND ELECTION TO OFFICE

The four officers of the Executive Committee and all chairpersons of standing committees shall stand for election to the Board of Directors. Admission to the Board of Directors is granted by a majority vote of the membership of the HSNA at the November meeting.

The initial board will be elected by a majority vote of the HSNA members present at the August 2006 General Membership meeting.

SECTION 6. TERM OF OFFICE

Each director shall hold office for one year or until they no longer maintain a valid membership or are removed by a majority vote of the Board of Directors.

SECTION 7. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 8. TIME AND PLACE OF BOARD MEETINGS

Board of Directors meetings will be held at least six times annually at times and places to be determined by the incoming board. Board meetings will be unpublished, minutes from board meetings are available upon request by members of the HSNA.

SECTION 9. REGULAR MEETINGS

Regular meetings of directors shall be held at the dates and times specified in section 8, unless such day falls on a legal holiday, in which event the directors' meeting shall be determined at the previous meeting or proper notice shall be given to the board prior to that meeting of the time, date and place of such meeting.

SECTION 10. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any officer by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at a place designated by the person or persons calling the special meeting.

SECTION 11. NOTICE OF MEETINGS

Unless otherwise provided by these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- A) Regular Meetings. No notice need be given of any regular meeting of the board of directors.
- B) Special Meetings. At least one week prior notice shall be given by the president, vice-president, or secretary of the HSNA to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by e-mail, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Unless personal contact has been made, the director to be contacted shall acknowledge notice by a return message or telephone call within twenty four hours of receipt of notification.
- C) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of the HSNA under provisions of these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the members of the Board of Directors.

Attendance of board meetings: board members should attend a minimum of three board meetings/year. If members are unable to attend meetings, they will be asked to resign from their position.

Except as otherwise provided under these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the HSNA or, in his or her absence, by the Vice President of the or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the HSNA shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall follow Robert's Rules of Order (Revised) in all areas not covered in these bylaws.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the HSNA would then be left without a duly elected director or directors in charge of its affairs.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state and also by a majority vote of the directors present at the meeting.

Unless otherwise prohibited by these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY ASSOCIATION OF DIRECTORS AND OFFICERS

The directors and officers of the association shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1. DESIGNATION OF OFFICERS

The officers of the HSNA shall be a President, a Vice President, a Secretary, and a Treasurer. Collectively they shall be known as the executive committee.

SECTION 2. QUALIFICATIONS

All voting members of the HSNA are eligible to serve as an officer.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the voting members of the HSNA present at the general meeting at which the election takes place. The requirements for the election are:

- *Date:* The general meeting of the Month of November.
- *Notification:* Candidates must submit their names and the position(s) they are running for at the last previous general meeting that is at least 2 weeks prior to the elections.
- *Proposal:* Any voting member may add a candidate for an executive position by proposing that candidate at the election meeting. That proposal must be seconded by another voting member. Members cannot propose themselves or second a proposal for themselves. No member can propose or second more than one candidate per executive position.
- *Election:* The candidate who receives the most votes of the voting members present shall be declared the winner.

Officers shall assume their duties at the next HSNA meeting. They shall hold office for a period of 1 year, until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by a vote of 2/3 of the HSNA Membership at a general meeting or a special meeting, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Vice President of the HSNA. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF THE PRESIDENT

The president shall be the chief executive officer of the HSNA and shall supervise and control the affairs of the HSNA and the activities of the officers. He or she shall perform all duties incident to his or her office. Except as otherwise expressly provided by law or by these Bylaws, he or she shall, in the name of the HSNA, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

The President shall:

1. Set the agenda of board and general meetings with the assistance of the Vice-president and/or Board of Directors.
2. Chair board and general meetings
3. Communicate information via email to HSNA membership (when email addresses are available).
4. For general HSNA meetings, the president shall contact and invite guest speakers.
5. Be contact for HSNA.

SECTION 7. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of the President. The Vice President shall have other powers and perform such other duties as may be prescribed by the Board of Directors.

SECTION 9. DUTIES OF THE SECRETARY

The Secretary shall:

1. Take minutes of the board and general meetings of the HSNA, maintain said records, and provide proceedings of the HSNA to the webmaster for posting on the HSNA web site. Minutes for board meetings will be sent to board members for review within 2 weeks following any board meeting and will be approved at the next following board meeting.
2. Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.
3. See that all notices are duly given in accordance with the provisions of these Bylaws.
4. Be the custodian of the records of the HSNA to be kept at a place determined by the Board of Directors.
5. Exhibit at all reasonable times to any officer of the HSNA, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the HSNA.
6. In general, perform all duties incident to the office of Secretary and such other duties as may be required by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. DUTIES OF THE TREASURER

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the HSNA, and deposit all such funds in the name of the HSNA in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, monies due and payable to the HSNA from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the HSNA as may be directed by the Executive Committee, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the HSNA's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times to any officer of the HSNA, or to his or her agent or attorney, on request therefore, the books of account and financial records of the HSNA.
6. Render to the President and officers, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the HSNA.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE VII COMMITTEES

The HSNA shall establish both standing and ad hoc committees as it deems necessary. Committees shall make recommendations to the Board for HSNA actions. Committees shall not have the power to act on behalf of the HSNA without specific authorization from the Board.

ARTICLE VIII CONFLICT OF INTEREST

SECTION 1. DEFINITION

A conflict of interest exists for a member whenever the member holds a personal financial interest that will be impacted by the action or inaction by the HSNA on a proposal before the membership. A personal financial interest shall include a financial interest held by the member and/or by members of their immediate family. A personal financial interest includes an ownership interest above 5% of a business which will be impacted by the decision of the HSNA. Examples of personal financial interest would include the following: employment by the HSNA, ownership of property the use or control of which is being considered by the HSNA, plans to purchase property the use or control of which is under discussion by the HSNA, etc.

SECTION 2. DECLARING CONFLICT OF INTEREST

Whenever a member determines that he or she has a conflict of interest relating to an item under discussion, he or she must inform the membership hearing the proposal that the conflict of interest exists.

SECTION 3. ABSTENTION FROM VOTING

Members shall not vote on matters in which they have a conflict of interest.

ARTICLE IX GRIEVANCE PROCEDURES

SECTION 1. GRIEVANCE COMMITTEE

An Ad Hoc grievance committee shall consist of three HSNA members.

SECTION 2. ELIGIBILITY TO GRIEVE

A person or a group adversely affected by a decision or policy of the HSNA may submit in writing a complaint to any member of the Board of Directors.

SECTION 3. COMPLAINT RECEIPT

Within fourteen (14) days of receipt of the complaint, the Board of Directors shall assemble an Ad Hoc grievance committee. This committee shall arrange with the petitioner a mutually acceptable place, day and hour for a review of the complaint, and will, in writing, within thirty (30) days, recommend a resolution of the grievance to the HSNA Board of Directors.

SECTION 4. FINAL RESOLUTION

The committee shall attempt to resolve the complaint and shall submit a report of their recommendation and actions to the complainant and membership. If the committee and petitioner cannot reach agreement, final resolution of the complaint shall be by vote of a majority of the Board of Directors.

ARTICLE X PROPOSALS

SECTION 1. SUBMITTING PROPOSALS

Submission of Proposals: Any person or group, inside or outside the boundaries of the HSNA may propose items for consideration or recommendation to the HSNA, its standing committees or special committees. The proponent of any proposal must submit the proposal in writing to the chairperson of the HSNA or the chairperson of the preferred committee.

SECTION 2. NOTIFICATION

The proponent and members directly affected by such proposals shall be notified in writing of the place, day and hour the proposal shall be reviewed not less than seven (7) days in advance.

SECTION 3. ATTENDANCE

Proponents may attend this meeting to make a presentation and answer questions concerning the proposal.

SECTION 4. DISSEMINATION

The HSNA shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE XI PUBLIC MEETINGS and PUBLIC RECORDS

All general and special meetings of the HSNA shall be open to the public. A record of any official action(s) taken by the HSNA must be kept along with the time and place of holding, whether general or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including a record of the results of any vote(s) taken. A summary of dissenting views must be recorded along with any recommendation(s) made by the HSNA. The Secretary or chair appointed designate shall record this information.

ARTICLE XII ASSOCIATION BOUNDARIES

Boundaries of the HSNA shall be defined as follows:

- (a) South of 2nd St SW to North of 10th St. SW
- (b) East of 10th Avenue SW to West of South Broadway

ARTICLE XIII NON-DISCRIMINATION

The HSNA shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XIV ADOPTION and AMENDMENT OF BY-LAWS

All amendments to these bylaws must be proposed in writing and submitted to members at least seven (7) days before proceeding with voting on their adoption. Notice of any proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at least seven (7) days before the vote. Adoption of and amendments to these bylaws shall require a (2/3) two-thirds vote by the members present at a general meeting.

ARTICLE XV
DEPOSITS and FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the HSNA to enter into any contract or execute and deliver any instrument in the name of and on behalf of the HSNA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the HSNA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the HSNA shall be signed by the treasurer and countersigned by the president or the vice president of the HSNA.

SECTION 3. DEPOSITS

All funds of the association shall be deposited from time to time to the credit of the HSNA in such banks, trust companies, or other depositories as the Executive Committee may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the HSNA any contribution, gift, bequest, or devise for nonprofit purposes of the HSNA.

SECTION 5. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the HSNA shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the HNSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the HSNA.