

# **PENDLETON HEIGHTS NEIGHBORHOOD ASSOCIATION CONSTITUTION/BYLAWS**

## **NAME**

The Name of the corporation is: **Pendleton Heights Neighborhood Association (PHNA).**

## **VISION STATEMENT**

Pendleton Heights Neighborhood Association (PHNA) is dedicated to the promotion and implementation of programs and events that will promote;

- A beautiful, secure and safe environment in which to live, work and play,
- A friendly and inclusive neighborhood that looks to the welfare of all of its residents,
- A neighborhood with a sense of community,
- A historic district that strives to preserve the past with an eye to the future,
- A neighborhood that provides for optimal density with the return to predominantly single family residences, condominiums and townhouses while protecting our historic residential apartment structures,
- An increase in home ownership to reduce the transient population,
- A proactive stance toward the improvement of our schools and their integration into our community, and
- A strong, active and involved membership that takes pride in the community and works for the betterment of its residents.

## **MISSION STATEMENT**

PHNA is a member-driven organization dedicated to actively promoting a geographical area with a heightened sense of community located within incorporated Kansas City, Missouri. We strive to provide an ongoing, proactive administrative structure that will meet the needs of neighborhood sustainment and governance.

1. Communicate the message of pride in neighborhood and sense of community.
2. Provide programs and forums to meet members' needs.
3. Create, provide and increase opportunities to improve neighborhood infrastructure.

## **SERVICE AREA**

PHNA shall serve the following area of incorporated Kansas City, Missouri:

Boundaries:

- Western Edge; the East side of Paseo
- Northern Edge; the South side of Cliff Drive
- Eastern Edge; the West side of Chestnut Trafficway
- Southern Edge; the North side of Independence Boulevard

## **BUSINESS PURPOSE**

PHNA will conduct business as a corporation organization and shall be operated for such charitable, scientific, and education purposes as may qualify it for tax exempt status under “The General Not For Profit Corporation Law” of the State of Missouri and Section 501-©-(3) of the Internal Revenue Code. The corporation is formed for the following purposes:

- 1) To be a not-for-profit business corporation, primarily engaged in the service of education and charitable support of restoration, renovation, operation and management of structures and to improve the physical and economic environment of the “Service Area”.
- 2) To buy, sell, own, rent, and lease buildings and real estate and/or to manage the same and/or to engage in the business of buying, selling and leasing real estate for the purpose of historic preservation and to educate on historic preservation techniques and procedures.
- 3) To own, hold, build, construct, move and erect buildings and/or structures of historic significance and to buy, sell lease, own manage, operate, maintain, repair, restore and rebuild the same.
- 4) To execute deeds, mortgages, deeds of trust, contracts or to receive assignments of contract therefore or relating thereto, and other types of written instruments.
- 5) To lease, purchase, hold and operate such equipment and other property both real and personal, as it may consider necessary, convenient, expedient, or useful for the successful conduct of its business.
- 6) To borrow money and for such purpose to execute notes, bonds, debentures or any other form of evidence of indebtedness, and to secure the payment of the same by mortgage, deed of trust or other form of encumbrance, pledge or other form of hypothecation. To enter into contracts with grantors, foundations and other charitable organizations for funding of historic preservation projects as useful for the successful conduct of business.
- 7) To purchase, acquire, own, hold, sell, assign, transfer or dispose of, mortgage, pledge or otherwise encumber, share of stock of any other corporation or corporations of this state, or any other state, county, nation, or government, or any interest therein, and while owner thereof to exercise all rights, powers, and privileges of ownership pertaining thereto.
- 8) To lend or otherwise invest its funds, from time to time, secured or unsecured, for such time and upon such terms and conditions as its Board of Directors may authorize.
- 9) To have and to exercise all powers necessary or incident to carry out its corporate purposes and to exercise all other powers permitted by law, and to possess and enjoy all rights and powers which now or at any time hereafter may be granted to or exercised by a corporation of this character.
- 10) To do anything and everything necessary or convenient for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of the powers hereinabove enumerated, either for itself, or to agents, for any person, firm or corporation, either alone or in association with other corporations, or with any firm or individual, to engage in any other lawful business or operation deemed advantageous or desirable and to do any and everything incidental, growing out of, or germane to any of the foregoing purposes or objects and to have and exercise all of the powers and rights conferred by the laws of the State of Missouri upon corporations formed under the Act hereinabove referred to, and all acts amendatory thereof, and supplemental thereto, it being expressly provided that the foregoing clauses shall be construed both as objects and powers, and shall be in furtherance and not in limitation of the powers conferred by the laws of the State of Missouri, and that the foregoing enumeration of specific powers shall not be held to alter or restrict in any manner the general provisions of this corporation.

11) To comply with the limitations set for lobbying as an insubstantial portion of time and as to qualify it for tax exempt status under Section 501-©-(3) of the Internal Revenue Code.

## **NEWSLETTER**

The Board of Directors will publish a neighborhood newsletter. Newsletters and other notices will be posted on the PHNA website and by other means when available.

## **MEMBERSHIP MEETINGS**

General membership meetings will be held monthly during the months of January through November. The Board of Directors may call other meetings as necessary, as long as notices of the meeting are: (1) posted to the PHNA website as early as possible before the scheduled meeting time; (2) published in the *Northeast News* a minimum of seven (7) days before the scheduled meeting time; or (3) announced in a newsletter to be posted via website and emailed to all available email addresses within the specified service area.

## **DUES**

Membership dues are: \$20.00, Individual, \$10.00 Student, and \$5.00 Senior (person 65 years of age or older), per PHNA fiscal year (November 1 to October 31). Membership dues may be paid in person at any meeting of the general membership or by mail to:

Pendleton Heights Neighborhood Association  
Attention: Treasurer  
PO Box 240196  
Kansas City, MO 64124

## **VOTING**

Voting membership in PHNA is open to all dues paying neighborhood residents (defined as having one's primary residence within the PHNA service area). Only dues paying members of PHNA may vote. Voting rights are based upon dues receipt as follows: Individual (One Vote), Senior (One Vote), and Student (One Vote).

### **Procedure for voting:**

At the September general meeting an announcement will be made that nominations are open for expiring board positions. Nominations received by the October meeting will be printed on the ballot. Nominations made after the October general meeting must be made verbally the night of the November election. The counting of the ballots should be completed by two board members and one other non-board member. All nominees, all persons who nominate and all voters must have dues paid for the fiscal year.

## **BOARD OF DIRECTORS**

### ***Powers***

Powers of the Board of Directors are to manage the activities, affairs and property of PHNA for the general membership.

### ***Number of Directors***

PHNA shall have a Board of Directors consisting of a minimum of 6 persons made up of neighborhood residents.

## **ELECTION OF DIRECTORS**

### ***Terms of Office***

At the November, meeting, the Association membership shall elect a Board of Directors from nominees presented. Terms shall be staggered to allow for some Directors to stay in office while others are up for election. Directors shall be elected to terms of two years.

### ***Resignation***

Any director may resign at any time by delivering a written resignation to the Board.

### ***Removal***

Any director may be removed due to three absences from duly called Board or General meetings or other conduct justifying removal. Removal shall be effected by a majority vote of the Board. It is the President's responsibility to notify the person who is to be removed.

### ***Vacancies***

A person appointed by the Board shall fill any vacancy occurring on the Board for the remainder of the unexpired term.

## **MEETINGS**

### ***Regular Meetings***

Unless otherwise decided by the board, the Board shall hold regular monthly meetings except for the month of December. The times and places of such meetings shall be specified by Board resolution.

### ***Special or Emergency Meetings***

Special or Emergency meetings may be called upon an affirmative vote of the majority of the Board.

### ***Annual Meeting***

Annual meeting of the PHNA shall be held in November.

### ***Notice***

Notice for regular and annual meetings shall be provided by website posting.

### ***Quorum***

One half of the full Board of Directors (but not fewer than three directors) shall constitute a quorum for the transaction of business. The act of the majority of the directors present shall be the act of the Board of Directors.

## **OFFICERS**

### ***Selection and Terms***

At the first annual meeting of the Board, in January, officers shall be determined by the directors.

### ***Officers***

PHNA Board shall have the following officers: President, Vice-President, Secretary and Treasurer.

**President:** Unless the Board otherwise provides, the president shall be the chief executive officer (CEO) of the corporation and shall have such general executive powers and duties of supervision as are usually vested in the chief executive office of a corporation, and he/she shall carry into effect all directions and resolution of the Board. The president shall preside at all meetings of the Board of Directors and full membership neighborhood association meetings at which he/she may be present. The president shall have the right to attend any meeting of any committee of the Board of Directors and to express his/her opinion and make reports at such meetings; provided, however, that unless he/she shall be specifically appointed to any committee, he/she shall not be considered to a committee member. The president shall have such other duties, power as the Board of Directors may prescribe elsewhere in these Construction/Bylaws.

**Vice-President:** The vice-president shall work in cooperation with the president and shall perform such duties as the Board of Directors may assign to him/her. In the event of the death, absence, incapacity, inability, or refusal to act as the president, the vice-president shall be vested with all the powers to perform all the duties of the office of president. He/she shall have such other or further duties or authority as may be prescribed elsewhere in the Constitution/Bylaws or from time to time by the Board of Directors.

**Secretary:** The secretary shall attend the meeting of the Board of Directors and shall record or cause to be recorded all votes taken and minutes of all proceedings in the minute book of the corporation to be kept for that purpose. He/she shall be the custodian of all the books, papers and records of the corporation and shall at such reasonable times as may be requested permit an inspection of such books, papers and records of the corporation. He/she shall upon reasonable demand furnish a full, true and correct copy of any book, paper, record in his/her possession. He/she shall be the administrative officer of the corporation under the supervision of the president and the Board of Directors. The secretary shall have the principal responsibility to give or cause to give notice of the meetings of the Board of Directors, but this shall not lessen the authority of others to give such notice as provided by the Bylaws. The secretary shall have the general duties, powers and responsibilities of a recording secretary of the corporation and shall have such other or further duties or authority as may be prescribed elsewhere in the Constitution/Bylaws or from time to time by the Board of Directors.

**Treasurer:** The treasurer shall have supervision and custody of all monies, funds, and credits of the corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the corporation in books belonging to it. He/she shall keep or cause to be kept all other books of account and accounting records of the corporation as shall be necessary, and shall cause all monies and credits of the corporation in such accounts and depositories as may be designated by the Board of Directors. The treasurer shall disperse or supervise the disbursement of funds of the corporation in accordance with the authority granted by the Board of Directors, taking proper vouchers therefore. The treasurer shall be relieved of all responsibility for any monies or other valuable property or the disbursement thereof committed by the Board of Directors to the custody of any other person or corporation, or the supervision of which is delegated by the Board of any other officer, agent or employee. The treasurer shall render to the president (the administrator) and/or the Board of Directors whenever requested by them an account of all transactions as treasurer and of those under his/her jurisdiction and the financial condition of the corporation. The treasurer shall have the general duties, powers and responsibilities of a treasurer of a

corporation, shall be the chief financial and accounting officer (CFO) of the corporation, and shall have such other or further duties or authority as may be prescribed elsewhere in the Constitution/Bylaws or from time to time by the Board of Directors.

## **DIRECTORS' RESPONSIBILITIES**

Each director will be responsible for chairing at least one neighborhood committee, and will be charged with directing activities of the committee to completion. Failure to actively further committee goals will be grounds for removal.

The 501-©-(3) not for profit registration will be performed by the Treasurer and one other designated board member.

## **COMMITTEES**

As needed, the Board will create committees. An individual appointed by the President and approval of the Board shall chair each committee, but committees are open to the general membership. The chair as necessary will call committee meetings. Committee chair shall report to the President and to the Board of Directors. No committee chair may dissolve, cancel, or terminate the committee, event or project for which they are responsible without the consent of the Majority of the Board of Directors. Resignation of a Chair will be presented to the President and an interim Chair will be appointed until the Board of Directors can approve the appointment.

**Committee Chairs or a designated representative shall give a report at every monthly general meeting.**

## **STANDING COMMITTEES**

**Program**– To be chaired by the President. The program committee will establish the agenda for the general meeting and provide it to the secretary in time to notify all of the membership via email and notify all others through available means.

**Membership** – To be chaired by a PHNA or Board member and co-chaired by the Vice President. The membership committee will actively strive to increase general membership.

**Communication**– To be chaired by the Secretary and Website Coordinator. This committee will publish an electronic and hard copy PHNA newsletter as frequently as possible and oversee its distribution. They will also keep the website updated of any events and meetings.

**Fundraising**– To be chaired by a PHNA or Board member. The fundraising committee shall actively strive to increase assets by a minimum of 20% per year.

**Welcome Committee**– To be chaired by a PHNA or Board member. The welcome committee shall monitor the neighborhood for new resident owners and at a minimum visit each new resident owner to gauge interest in joining PHNA.

**Security Committee**- To be chaired by a PHNA or Board member. This committee is dedicated to neighborhood safety issues. They will meet to discuss and implement ideas and processes to help increase our personal safety.

**Any Chair person of any committee is required to be a paid member of Pendleton Heights Neighborhood Association.**

**FISCAL YEAR**

PHNA’s fiscal year shall begin on the first day of November and end on the thirty-first day of October each year.

**PROHIBITED ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to the members, directors, or officers of the corporation, except that the corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the corporation. Notwithstanding any other provision of the Constitution/Bylaws or the articles of Incorporation of the corporation, or any provision of the Missouri laws governing or pertaining to the corporation the corporation shall not engage in or carry on by a corporation described in Section 501-©-(3) of the Internal Revenue Code.

**DISSOLUTION**

The remaining assets of the corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows: all liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provisions made therefore; assets held by the corporation under condition requiring return, transfer, or conveyance, which conditions occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; all remaining assets of every nature and description whatsoever shall be distributed to one or more corporations, funds or foundations qualified for exemption for tax as an exclusively charitable or education corporation, fund or foundation under the Internal Revenue Code.

**CERTIFICATION OF ADOPTION**

On this    day of March, 2011, I,           , Secretary of the Pendleton Heights Neighborhood Association (PHNA), hereby certify that the above Revised Constitution/Bylaws were adopted by the Pendleton Heights Neighborhood Association membership on the \_\_\_\_\_