

PENDLETON HEIGHTS NEIGHBORHOOD ASSOCIATION CONSTITUTION/BYLAWS

NAME

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

VISION STATEMENT

To improve the quality of life for residents and business owners in Pendleton Heights by focusing on reduction in crime, reduction in vacant housing and storefronts, and fostering a stronger sense of community.

MISSION STATEMENT

PHNA is a member-driven organization dedicated to actively promoting a heightened sense of community within the geographical boundaries of Pendleton Heights 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

CULTURAL DESCRIPTION

PHNA is a unique neighborhood with a diverse culture and rich in history. The largest portions of the population according to 2010 census data are Somalian, Caucasian, and Hispanic.

BUSINESS PURPOSE

Neighborhood Improvement and Development

The Organization was formed for the sole purpose of improvement of the area previously defined as Pendleton Heights in Kansas City, MO. As outlined by the City of Kansas City, MO, the organization represents the homeowners, property owners, renters and businesses within the defined boundaries for the purpose of area improvement and providing information to the City on issues affecting the defined area.

BYLAWS

These bylaws shall serve as the rules of the activities and proceedings of the Pendleton Heights Neighborhood Association. At such time as it is determined that the bylaws must be revised, rewritten or amended, the Board of Directors shall complete such changes and affirm them with a majority vote. In order to put the new bylaws into effect, they must be distributed to the membership at a general meeting and an announcement made that they will be voted on at the next general meeting. During the month, members may give feedback and the Board may revise based on the feedback and again affirm the changes with a majority vote. The final copy must be distributed at the next meeting before the vote and any changes pointed out. Voting will occur according to the guidelines laid out in the bylaws. The new bylaws must pass by a majority vote of the general membership in attendance at the meeting. The Treasurer shall be responsible for submitting them as required by local and state mandates. They will also be replaced within three business days on the website and any other published venue.

NEWSLETTER

The Board of Directors will periodically publish a neighborhood newsletter. Newsletters and other notices will be distributed to residents via the PHNA website, Block Captains and other available means as determined by the Board.

MEMBERS REQUIREMENTS

Any person who lives, or owns any real property, or any legal entity who operates a place of business or institution, within the recognized boundaries of the neighborhood, and any person meeting this criteria is eligible for membership in the neighborhood association.

Individuals are eligible for voting membership if they have a legally established primary residence within the established service area, including tenants. Individuals must be able to provide government identification that establishes their primary residence within the service area (i.e. driver's license, identification cards with address, passport or executed lease).

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 voting members as defined above whose dues are paid for the current year. Voting rights are based upon dues receipt as follows: Individual (One Vote), Senior (One Vote), and Student (One Vote).

MEMBERSHIP VOTING CRITERIA

The Board shall be required to bring the following motions made within Board meetings to a vote of the membership at a general meeting:

1. Expenditures greater than \$1,000
2. Modifications to the Bylaws
3. Other matters as deemed prudent by the Board of Directors

BOARD OF DIRECTORS

Responsibilities

The Board of Directors (Board) shall be responsible for managing the activities, financials, affairs, assets, good legal stand with all government office, and communication (within PHNA and with local government) of PHNA for the general membership.

Number of Directors

PHNA shall have a Board consisting of a minimum of five persons and a maximum of nine persons made up of members with currently paid dues as defined in the members and dues section of this document.

ELECTION OF DIRECTORS

Procedure for Elections

At the September Board meeting, the Board of Directors shall determine the number of Board positions open for election and an election committee shall be formed comprised of two Board members whose terms are not expiring and one non-Board member. At the September general meeting the election committee will be introduced and they will make an announcement that nominations are open for expiring Board positions, incumbents shall be required to be nominated. Nominations received by/at the October general meeting will be printed on the ballot. Nominations made after the October general meeting must be made verbally the night of the November election and will be write-in candidates. The counting of the ballots will be completed by the election committee. All nominees and persons who nominate must be members of PHNA with currently paid dues as defined in the members and dues section. All persons voting must qualify as per Voting Guidelines above.

The open positions on the Board will be granted to nominees receiving a majority of the vote from the voting membership in attendance at the election. If more nominees receive a majority of the votes from the voting membership than openings available than the first open Board position shall be awarded to the nominee with the most votes received, second open Board position shall be awarded to the nominee with second most votes received, and so forth till all open positions on the board are filled.

Should the election not produce enough Directors to maintain the minimum number required, the Board shall call for a second run-off election with only the top three nominees from the initial election, no additional nomination shall be accepted. The run-off election will still require the nominees to gain a majority vote of the membership. Should the run-off election still not gain enough Directors to maintain the minimum number required, the Board shall be allowed to appoint members of the PHNA as per the Appointment guidelines.

Terms of Office

The elected Board of Directors' terms shall be two years and staggered between Directors to allow for some Directors to stay in office while others are up for election. Directors' terms shall commence on 12:00am January 1st following the election and shall terminate at 11:59pm on the second Dec 31st of their term. Terms are renewable every two years by election of the membership as outlined above.

Resignation

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

Removal Procedure

All removals will require a motion to be made and seconded by the Board. The President then shall allow for the Director in question to speak and bring forth evidence on his/hers behalf. Should time be required to bring forth evidence by the director in question the President will delay the vote to the following Board meeting. Should the Board deem

necessary, an emergency meeting of the Board can be called to hold the vote with a simple majority vote of the Board. Once the director in question is allowed to speak and present evidence, the Board will vote. For the motion of removal to pass a 2/3 majority vote of the board must be obtained from all members of the Board present or absent. Should the President be the Director in question, the role of President for the removal procedure will be handled by the Vice President. The President will maintain all powers of office until the removal has received a 2/3 majority vote from all members of the Board. Removal of any Director from the Board will be effective immediately after the 2/3 majority vote.

Any Director may be removed due to three absences from duly called Board or General meetings, violations to the policies and procedures as stated in these bylaws or to other lawful policies of the organization including but not limited to Ethics or Whistleblower policies or willful hindrances to the Vision/Purpose of the organization.

Vacancies

Should a vacancy occur due to resignation, removal, death, incapacity, or inability of a Board member to perform the role of a Director, the Board shall be allowed to appoint a replacement.

Appointments

Should an appointment be warranted, the Board shall select a member of PHNA with currently paid dues as defined in the members and dues section. A motion shall be made by the Board and seconded. The President will then conduct a vote of the Board, for passage of the motion a simple majority vote of the Board must occur. If the motion passes the appointment will be effective immediately. The appointee shall fill that vacancy for the remainder of the unexpired term.

If, for any reason, the Board feels a mid-term election to be more prudent to fill a vacancy, one may be scheduled according to timeframes outlined in the elections.

MEETINGS

Regular Board Meetings

The Board shall conduct a regular Board meeting once a month that is open to all members of PHNA. The Board is allowed to set the time and location for the next month's regular meetings during the current regular monthly meeting.

The Board may determine an official Board meeting is not needed in December.

All meetings will be called to order and adjourned by the President of the Board.

All PHNA members will be allowed to attend all open meetings of the Board. For a PHNA member to speak to the Board they must first be recognized by the President and granted

the floor. Should a member interrupt the meeting without being granted the floor by the President, the President will warn the member, should the member continue to interrupt without the floor being granted by the President within the same meeting as the warning, the President will be allowed to remove that member from the open Board meeting. Should a member be removed from three open Board meetings with in any twelve month period they will be barred from all future Board meetings. For a barred member to be regain access to future open Board meeting a motion must pass a simple majority vote of the Board.

Emergency/Closed Board Meeting

Should the need arise for an emergency or closed meeting of the Board outside of the regular monthly meetings of the Board, the President may call for such meeting at his/her discretion. If the meeting is to be called for by any other member of the Board, a motion must be made, seconded, and a simple majority vote for the meeting to be called. This motion and voting may be conducted via email to allow for an urgent matter to be addressed. For the meeting to be a closed meeting it must be announced by the President at the beginning of the meeting or made part of the motion, otherwise the meeting shall be considered open to all members of PHNA.

Monthly Membership Meetings

The Board shall be required to hold a monthly membership meeting, with the exception of the month of December. At each monthly membership meeting, the Board is required to make a report of all standing committees to PHNA members and allow questions, concerns, comments to be heard from the membership of PHNA. Should the Board see fit, a guest speaker may be allowed to speak at a monthly membership meeting but may not prevent the required action of the meeting to occur.

The President shall establish the agenda for the monthly membership meetings and provide it to the Secretary in time to notify the membership via email and other available means. When possible due to timing, a summarized agenda will be printed in the newsletter. (Any guest speakers or other activities at the general meetings must align with the vision of the association and/or meet a specific, requested need of the membership. No guest speaker shall be allowed to address the membership specifically for personal or political gain.)

Special or Emergency Membership Meetings

Special or Emergency meetings may be called by a Director of the Board by making a motion for such a meeting. Upon a vote of a simple majority of the Board, the meeting shall be scheduled by the President and announced by the Secretary to the members of PHNA.

Annual Membership Meetings

The Board shall conduct an annual meeting of the PHNA during the month of November in which the Board elections shall be held.

Public Notices

The secretary shall make a public notice for any monthly, annual and special/emergency membership meetings the Board calls. Such notices shall be published via website posting, newsletter, social media and/or email to the distribution list.

Quorum

For a quorum to be established for the Board of Directors of PHNA a majority of acting Directors must be present (but not fewer than four Directors) for the transaction of business. The act of the majority of the Directors present shall be the act of the Board of Directors, with the exception of a director's removal procedure which will require all active members of the Board to be present.

OFFICERS

Selection and Terms

The month of December shall be a transition month for the Board of Directors. At minimum, the Board-elect shall meet to determine officers. Officers are elected with a majority vote of the Board. The officers-elect shall work in cooperation with the current officers during the month of December as needed to prevent loss of momentum or information.

The term for the elected officers will be until 11:59pm on Dec 31 of that year.

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 resolutions of the Board. The President shall preside at all meetings of the Board of Directors and the General Membership 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. 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: He/she shall be the administrative officer of the Corporation under the supervision of the President and the Board of Directors. 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. He/she shall be the custodian of all non-financial 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. 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 the general duties, powers and responsibilities of a 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. 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 disburse 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. Should the Treasurer and President have a personal or fiduciary relationship the Treasurer shall select one other officer of the Corporation with whom they do not have a personal, fiduciary relationship to have signing authority on all financial accounts and documents. The Treasurer and one other designated Board member are responsible for maintaining the 501-(c)-(3) not for profit registration with the federal government. The Treasurer will also be responsible for filing all financial statements, annual reports, and other requirements for the Corporation to all levels of government as required by state and local laws.

DIRECTORS' RESPONSIBILITIES

Each Director will be responsible for being an active and contributing member of at least one neighborhood committee and/or major event directly related to the vision statement of PHNA. Failure to actively further committee goals will be grounds for a removal procedure.

COMMITTEES

As needed, in order to accomplish the Vision of PHNA, the Board may create committees. Standing committees are defined below. Any additional committee created must be deemed necessary to accomplish the vision of the association or to meet an immediate need. Committees may be created as standing committees or as short term, need-based committees. In order to create a new committee, the motion must pass with a majority vote of the Board.

A Director appointed by the President with approval of the Board shall chair each standing committee, with PHNA members allowed to be members of the standing committees. The chair as necessary will call committee meetings and may create sub-committees from the members of their committee in order to accomplish specific tasks or goals and may, as necessary, appoint chairs or co-chairs of such sub-committees. Sub-committees may be chaired by any member of PHNA.

Standing committee chairs shall report to the President and to the Board of Directors. No committee or event 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.

Standing Committee Chairs or a designated representative shall give a report at every regular monthly Board meeting.

STANDING COMMITTEES

Any chairperson of a sub-committee is required to be a paid member of Pendleton Heights Neighborhood Association.

Standing committees are responsible for the specific goals of the Corporation as stated in the vision statement and must be chaired by at least one member of the Board of Directors.

Community Engagement – To be chaired by a Director and co-chaired by a PHNA member. The Community Engagement Committee will strive to foster community and care amongst residents. This will include welcoming new residents, coordinating social events throughout the year and conducting membership drives.

Communication/Promotion/Marketing – To be chaired by the Secretary and Website Coordinator. This committee is responsible for the image of the association and neighborhood both internally and externally. This includes communication with residents via the Newsletter, Website and other means as determined by the Board. This committee will also oversee promotional efforts for the neighborhood both overall and specific to special events and fundraisers.

Fundraising – To be chaired by the Treasurer and co-chaired by a Board or PHNA member. The fundraising committee shall determine funds necessary for projects and oversee budgets and activities of all fundraisers developed by the Board or PHNA members. The Treasurer or President will appoint a minimum of one chairperson to oversee each fundraising event who will be responsible for the budget and results of the event as approved by the Board and overseen by the committee.

Security – To be chaired by a Director of the Board and co-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 the safety of the community. They will work with neighborhood stakeholders, civic offices/organizations and neighboring communities as necessary to strategically counteract crime in the area.

Housing & Development Committee – The goal of the Housing and Development Committee is to reduce the number of vacant homes and storefronts. The committee will monitor vacant and abandoned homes, buildings, and absentee landlords and work with the city and various agencies to speed the process of re-ownership and/or property improvement. The committee will be involved in city development plans in order to make sure the voice of the PHNA is included.

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.

ASSETS

All Assets of the Corporation shall be stored by a member/members of the Board of Directors unless otherwise decided by a majority vote. When determined by a majority vote of the Board of Directors, that the assets are no longer of value to the Corporation, they may be liquidated per means determined by the Board and/or transferred to another tax exempt organization.

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-(c)-(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, 2012, 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.

X _____