

# MORNINGSIDE NEIGHBORHOOD ASSOCIATION

## FIRST AMENDED BYLAWS

### *ARTICLE I: Name and Boundaries*

**Section 1. NAME.** The name of this Association shall be the Morningside Neighborhood Association.

**Section 2. BOUNDARIES.** The geographic boundaries of the Association shall be as follows:

NORTH: 59th Street  
SOUTH: 65th Street  
EAST: Oak Street  
WEST: Country Club Right-of-way

### *ARTICLE II: Goals*

**Section 1. GOALS.** The goals of this Association are:

- to improve the quality of life in the neighborhood
- to market the neighborhood and increase property values
- to serve as an information/education vehicle for the neighborhood
- to serve as a social/community building organization
- to involve local businesses in neighborhood activities
- to utilize government programs to improve properties in the neighborhood
- to take an active role in improving security in the neighborhood

### *ARTICLE III: Membership*

**Section 1. MEMBERSHIP.** Membership shall be open to any person, organization, or business interested in furthering the goals of the Association.

**Section 2. DUES.** Membership dues shall be established by vote of the Board of Directors. Membership dues are non-refundable.

**Section 3. FISCAL YEAR.** The fiscal year of the Association shall run from January 1 to December 31 each year.

**Section 4. VOTING.** Each member household within the boundaries of the Association is entitled to one vote and one vote only. Proxy votes shall be permitted in a manner authorized by the Board of Directors. Business and organization members shall not be entitled to any vote.

## *ARTICLE IV: Officers*

**Section 1. OFFICERS.** The officers of the Association shall be

- (1) President
- (2) Vice-President
- (3) Director of Special Events
- (4) Director of Communications
- (5) Director of Finance
- (6) Director of Marketing
- (7) Director of Public Affairs
- (8) Director of Public Safety
- (9) Director of Property Maintenance
- (10) Director of Membership
- (11) Director of Homes Tour

The Director of Finance shall serve as Treasurer of the Association, and the Director of Communications shall serve as Secretary of the Association.

**Section 2. ELECTIONS.** The officers shall be elected by majority vote of those present at the annual meeting who are eligible to vote. The officers so elected shall serve for a period of one year and may succeed themselves.

**Section 3. COMPENSATION.** The officers shall not be compensated for services rendered to the Association.

**Section 4. VACANCIES.** A vacancy in any office because of death, removal, or otherwise, shall be filled by appointment by the Board of Directors, and approved by the general membership at the next scheduled general membership meeting.

### **Section 5. DUTIES**

**President.** The President shall (1) be the principal executive officer of the Association and, subject to the control of the membership, in general, supervise and control all of the business and affairs of the Association; (2) when present, preside at all meetings of the membership and the Board of Directors; (3) sign, with the Vice-President or any other proper officer of the Association thereunto authorized by the membership, any deeds, bonds, contracts, or other instruments which the membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the membership or by these bylaws to some other officer or agent of the Association; (4) represent the Association at meetings and functions outside the Association which might prove beneficial and educational to the Association; and (5) perform all duties as may be prescribed by the membership from time to time.

**Vice-President.** In the absence of the President, the Vice-President shall (1) perform the duties of the President, and when so acting, have all the powers of and be subject to all the restrictions upon the President; (2) along with the President, represent the Association at meetings and functions outside the Association which might prove beneficial and educational to the Association; and (3) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Communications.** The Director of Communications shall (1) serve as Secretary of the Corporation; (2) keep the minutes of the proceedings of the membership and the Board of Directors in one or more books provided for that purpose; (3) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (4) take care of all general correspondence, draft news releases and any other written materials necessary for Association business; (5) maintain the corporate seal; (6) maintain a current and complete copy of the bylaws of the Association; and (7) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Finance.** The Director of Finance shall (1) have charge and custody of and be responsible for all funds and securities of the Association; (2) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provision of these bylaws; (3) cause to be taken and preserved proper vouchers for all monies disbursed; (4) cause to be kept at the principle office of the Association correct books of account of all its business and transactions; (5) render to the President or the membership, at each regular business meeting, or whenever requested, an account of the financial condition of the Association and of the transactions of the Director of Finance; (6) require from the officers, or agents of the Association, reports or statements giving such information with respect to any and all financial transactions of the Association; (7) keep the official registry of names and addresses of each Association member; (8) coordinate fund raising activities for the Association in conjunction with the Director of Marketing, and chair a committee as required; (9) be responsible for maintaining the status of the Association as a non-profit Missouri corporation; (10) be bonded by the Association; and (11) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Marketing.** The Director of Marketing shall (1) be responsible for promoting the Association to the neighborhood and its residents and to the general public and other organizations; (2) market the Association to area Realtors and potential home buyers; (3) create vehicles for marketing the Association (e.g., T-Shirts, banners, brochures, open houses, etc.); (4) write, print, and distribute the Association newsletter on no less than a quarterly basis; (5) to chair a committee to carry out the responsibilities delegated herein; and (5) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Public Affairs.** The Director of Public Affairs and Development shall (1) serve as a liaison between the Association and appropriate government agencies, boards, and committees; (2) serve as a liaison between the Association and other neighborhood associations, and arrange for the Association to receive copies of other association's newsletters; (3) chair a committee to carry out the responsibilities delegated herein, and (4) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Public Safety.** The Director Public Safety shall (1) be responsible for the Association's crime prevention activities; (2) serve as the block watch coordinator and assist in forming block watches; (3) chair a crime prevention committee to carry out the responsibilities delegated herein, and (5) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Property Maintenance.** The Director of Property Maintenance shall (1) be responsible for programs, activities, and other positive efforts to encourage improvement of the neighborhood's physical appearance; (2) establish a plan to erect, maintain, and repair markers or monuments around and within the boundaries of the Association; (3) be responsible for sponsoring neighborhood cleanup and repair programs, in conjunction with the Directors of Special Needs and Public Affairs and Development, when appropriate; (4) be apprised of proper zoning regulations of the neighborhood area and assist members in contacting the proper authorities as needed, as well as report violations of zoning, maintenance, criminal or other laws, or addressing proposed changes to existing laws that relate to neighborhood property; (5) chair a committee to carry out the responsibilities delegated herein, and (6) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Membership.** The Director of Membership shall (1) be responsible for programs to enlarge the membership and increase the membership's involvement with the organization; (2) develop programs for the membership and work with the Director of Marketing to publicize the programs; (3) assist other directors in identifying volunteers for various projects; (4) assist the President in organizing the agenda for membership meetings and coordinating all general membership meetings; (5) develop and oversee a phone tree to disseminate information quickly; (6) chair a membership committee to carry out the responsibilities delegated herein; (8) prepare and publish a neighborhood directory; and (9) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Special Events.** The Director of Special Events shall (1) be responsible for co-ordination of the all social and special events (outside the Annual Homes Tour); (2) develop programs for the membership and work with the Director of Membership and the Director of Marketing to publicize the programs; (3) assist other directors in identifying volunteers for various projects; (4) chair a special events committee to carry out the responsibilities delegated herein; (5) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

**Director of Homes Tour.** The Director of Homes Tour shall (1) be responsible for co-ordination of the annual Homes Tour; (2) develop programs for the membership and work with the Director of Membership and the Director of Marketing to publicize the programs; (3) assist other directors in identifying volunteers for various projects; (4) chair a homes tour committee to carry out the responsibilities delegated herein; (5) prepare and publish a homes tour directory; and (6) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

Section 6. EX-OFFICIO OFFICERS. The Board of Directors, upon a majority vote, may elect to the Board of Directors ex-officio (non-voting) officers to serve in an advisory capacity to the Association (e.g., architects, attorneys, etc.).

#### ***ARTICLE V: Contracts, Association Funds***

**Section 1. CONTRACTS.** The membership may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2. LOANS.** No loans shall be contracted on behalf of the membership and no evidences of indebtedness shall be issued in its name.

**Section 3. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the membership. The President may authorize any expenditures under \$100. Any expenditure of \$100 or higher shall be authorized by a majority vote of the full Board at any meeting for which a quorum is present. Any expenditure of more than \$1000 or 50% of the then existing corporate funds, whichever is less, may be authorized only upon notice to and approval by the general membership at any meeting for which a quorum is present.

## *ARTICLE VI: Board of Directors*

**Section 1. BOARD OF DIRECTORS.** The Board of Directors shall be composed of the officers of the Association.

**Section 2. POWERS.** The business and affairs of the Association shall be managed by its Board of Directors.

**Section 3. REGULAR MEETINGS.** A regular meeting of the Board of Directors shall be held monthly for the purpose of transacting any business that may be in order. The Board of Directors may provide the time and place for the holding of additional meetings as it deems necessary.

**Section 4. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President or upon written request of any two directors.

**Section 5. QUORUM.** A majority of the entire Board of Directors shall constitute a quorum for purposes of votes taken by the Board of Directors.

**Section 6. DISQUALIFICATION.** An officer may be disqualified and removed from the Board of Directors by a two-thirds vote of the full Board for cause or in the event that said officer has been absent without excuse from three consecutive meetings.

## *ARTICLE VII: Committees*

**Section 1. COMMITTEES.** Standing committees and/or special committees and special positions are created by the Board of Directors. At all times, at least one member of the Board of Directors shall be a member of each standing committee.

**Section 2. MEMBERSHIP.** Both standing and special committees will include members of the Association. Special committees may also include non-members of the Association.

## *ARTICLE VIII: General Membership Meetings*

**Section 1. ANNUAL MEETING.** The annual general membership meeting shall be held during the month of March.

**Section 2. OTHER MEETINGS.** Other general membership meetings shall be held quarterly or upon request of the Board of Directors, or upon written request of any ten members.

**Section 3. NOTICE.** Written notice of each general membership meeting shall be provided to each member residence prior to such meeting.

**Section 4. QUORUM.** At least twelve (12) voting memberships present at a general membership meeting shall be required to constitute a quorum.

*ARTICLE IX: Miscellaneous*

**Section 1. MISCELLANEOUS.** The Association shall be non-sectarian and politically non-partisan.

**Section 2. OPEN MEETINGS.** All meetings of the Association shall be open to all members of the Association.

*ARTICLE X: Amendments*

Section 1. AMENDMENTS. Amendments to the bylaws may be authorized by a vote of the membership present at any general membership meeting, provided written notice of the vote on the proposed amendment is given in accordance with Article VIII, Section 3 and a quorum is present.