

The Southmoreland Neighborhood Association By-Laws

The Southmoreland Neighborhood Association By-Laws were reviewed and accepted at the Annual Meeting on October 23, 2001. Any suggested changes need to be submitted to the SNA Board for review.

Article I: Purpose and Boundaries

The Southmoreland Neighborhood Association, hereinafter referred to as the "Association", is a volunteer, membership based, non-profit 501(c)(3) Missouri Corporation, the purpose of which is to promote and assist in the preservation and improvement of the residential neighborhood which is generally bounded on the North by 39th Street to 45th Street, then Rockhill Road to 47th Street, the west side of Main Street to Gillham/Rockhill Road on the east, in Kansas City, Jackson County Missouri.

Article II: Membership and Voting Rights

Section 1. Membership Eligibility. Membership is open to all persons aged 18 and over, who pay dues and are residents or property owners within the neighborhood boundaries, or a business or institution located within the neighborhood boundaries (the "Members").

Section 2. Dues. Annual membership dues are payable to the Association on or before the Annual Meeting of each year, as described in Article III. Any change to the dollar amount of dues or waiver of dues is determined by a vote of the Members at a Regular or Special Meeting, as hereinafter defined.

Section 3. Voting. Any Member who has paid dues in full may cast one vote at elections or on any matter brought before the Membership. Business and Institutional Members must officially designate a voting representative. No person, business or institution, regardless of the number of properties owned or the type of membership, or for any other reason, may cast more than one vote. There is no voting by proxy at any of the Association Meetings.

Article III: Meetings of the Association

Section 1. Meetings. Meetings shall be held at least twice a year. The Regular Meeting in October shall be known as the "Annual Meeting", and shall be mainly for the purpose of electing Directors, receiving the treasurer's annual accounting of finances, receiving other reports of Directors and for any other business that may arise.

Section 2. Special Meetings. Special Meetings to address specific issues may be called either by the President or by the action of the Board. The purpose shall be stated in the notice, at least (7) days in advance.

Section 3. Notice of Meetings. Notice of all meetings of the Association shall be given by letter, telephone, recorded message, electronic mail and/or publications of the Association.

Article IV: Board of Directors

Section 1. Board Positions and Duties. The Board shall consist of President, Vice President, Secretary, Treasurer, (the "Officers"), and the Chairpersons of the Standing Committees (the "Directors"). The President shall be the registered agent for the not-for-profit Corporation, unless another agent is so designated by action of the Board.

Section 2. Responsibilities. The Board of Directors, also referred to throughout these By-Laws as the "Board", conducts the business and determines policies of the Association on behalf of the Members. Elected Board Members must sign the Southmoreland Neighborhood Association Code of Conduct and Ethics; failure to do so shall be considered the equivalent of resignation and, upon written notice from the Board, the position shall be deemed vacant.

Section 3. Board Meetings. The Board of Directors shall hold regularly scheduled meetings. The President, when necessary, may change the scheduled date of meetings by properly notifying the Members by at least seven days in advance of the new rescheduled date. All meetings of the Board are open to the Members and a period of time no less than 15 minutes is reserved for any attending Members to voice concerns, raise issues and request inclusion in the agenda of the next meeting.

Section 4. Deliberations and Decisions. Prior to conducting a vote at any meeting of the Board, the presiding officer must be satisfied that a quorum exists. A quorum is a majority of the existing Board Members, excluding any vacancies. Only Officers and Directors may vote at Board Meetings. All decisions of the Board are determined by a majority of the Board members present and voting. Votes may be made by proxy, in writing, if such alternate means are dictated by circumstance and have received the prior approval of the Board for the issue under consideration.

Section 5. Absences and Vacancies. Absence of an officer or Director from three consecutive meetings may be considered the equivalent of resignation and, upon written notice from the Board, the position may be declared vacant. The Board may fill any vacancy on the Board with any Association Member.

Article V: Election of the Board of Directors

Section 1. Nomination Procedure. At least two months prior to the Annual Meeting in each year, the President-elect shall lead a nominating committee to seek out and recruit candidates for nomination to the Board and to act as the judges of the elections. Additional nominations from the floor of the Annual Meeting shall also be permitted. All nominees must have been Members of the Association for a minimum of six months prior to the election, unless this requirement is waived for an election by action of the Members at the Annual Meeting.

Section 2. Elections. The Board shall be elected by majority vote of the Members present and voting at the Annual Meeting. If there is not a majority vote, successive voting shall take place with the person (s) receiving the least votes being omitted until there is a majority vote. In an uncontested election, any Officer or Director may be elected by a show of hands. If there are multiple candidates for a position a paper ballot must be used. All votes shall be tallied publicly by the judges of the elections.

Section 3. Terms and Terms. All Officers and Directors except the Vice President serve for one year from the close of the Annual Meeting of their election or until their successors are elected. The Vice President is elected for two years and becomes President at the end of his or her term. No one Officer or Director may serve for more than four consecutive years but may be eligible after being absent from the Board for at least one year.

Section 4. Succession. Within ten days of the expiration of his/her term of office, each Board Member shall turn over to his or her successor all properties, contacts, and responsibilities pertaining to the office.

Article VI: Committees

Section 1. Standing Committees. Standing Committees may be created by both the Association and the Board to deal with general matters and issues of continuing concern and importance to the Association. Standing Committees include but are not limited to: Planning and Development, Programs and Events, Safety, Public Information, Neighborhood Culture and Preservation, and Membership and Community Liaison.

Section 2. Special Committees. The President shall appoint such persons or special committees created by action of the Board as are necessary to develop or carry out specific policies and decisions of the Board or to deal with specific matters and issues of concern and importance to the Association. These committees shall be disbanded by action of the board.

Section 3. Committee Composition and Actions. Chairpersons of the Committees shall recruit committee participants from the Members of the Association. In Addition they may appoint a non-member advisor when specialized or professional expertise is needed. Committees possess no inherent powers for action on behalf of the Association, but rather, report to the Board.

Article VII: Governance and Authority

Section 1. Primacy of Authority of the Members. The Members may overturn any decision of the Board of Directors or remove any Board Member, if at least 80% of the Members present at a Special or Regular Meeting so vote, provided that notice of intent to overturn or remove is given to the Membership at least 30 days in advance of such a meeting.

Section 2. Amendments to the By-Laws. The by-laws may be amended by a two-thirds vote of the membership present at any properly noticed Association Meeting, provided that the Amendment has been submitted in writing at a previous noticed Association Meeting and submitted to the Board two months prior to that Association Meeting. The Board shall make the proposed Amendment (s) available to the Members for review and discussion.

Section 3. Political Endorsements. The Southmoreland Neighborhood Association shall not endorse or solicit on behalf of the candidates for public office.

Section 4. Procedures. Association and Board Meetings may be held on an informal but reasonable basis as required by the presiding officer, provided that in the event of any objections or disputes over the procedures for conducting a meeting, the most recent revision of Robert's Rules of Order Newly Revised that is physically present at the meeting shall be followed.