

49/63 Neighborhood Coalition, Inc.

By-Laws

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Article I – Name

The name of this corporation shall be the Forty-Nine Sixty-Three Neighborhood Coalition, Inc., a Missouri not-for-profit corporation, hereinafter referred to as 49/63.

Article II – Office

The principal office of 49/63 shall be located at a site selected by the Board of Directors.

Article III – Area

49/63 shall serve the area bounded by 49th Street on the North, 63rd Street on the South, the Paseo on the East, and Oak Street on the West.

Article IV – Purposes

The purpose of the 49/63 Neighborhood Coalition is to provide an umbrella organization that serves to coordinate the interests of all stakeholders within its boundaries, including businesses, institutions, neighborhood organizations, and residents. The 49/63 Neighborhood Coalition will interact with governmental bodies and other entities to provide a more powerful voice to advocate for the needs of all constituents.

Article V – Members

Section 1. Qualifications and Voting Rights

Individuals, age 18 and over, shall qualify as members of 49/63 by virtue of domicile in the area. In addition, each business, institution and property owner in the area shall qualify as a member. Each domiciled individual, business, institution and property owner shall have one vote at membership meetings.

Section 2. Membership Committee

The Board of Directors may establish criteria for determining a domicile and rule on any questions of eligibility for membership.

Section 3. Annual Meeting

The Annual Meeting of the members of 49/63, for the purpose of electing directors and officers and for the transaction of such business as may come before the membership, shall be held at 7:00 p.m. on the 4th Tuesday of November each year at such place as designated by the Board of Directors.

Section 4. Meetings of the General Membership

Meetings of the general membership may be held periodically to address issues of concern to the neighborhood. Information relating to the specific issue shall be posted on the web site along with the time and place of the meeting and emailed to those persons whose email addresses are available for that purpose at least two weeks prior to the meeting. The meeting shall be held at such place as designated by the board of directors

Section 5. Approving a Resolution

The General Membership may approve resolution(s) at a membership meeting where a quorum is present. Resolutions shall be recommended by the Board then placed on the agenda at a future membership meeting. Resolutions of the membership shall be adopted by a simple majority

Section 6. Special Meetings of the General Membership

The President, the Directors by resolution, or fifty (50) of the members by petition may call for a special meeting of the membership. Notice of the special meetings of the membership shall state the place, date, hour and purpose of the meeting. Notice shall be posted on the website and emailed to those persons whose email addresses are available for that purpose at least 14 days in advance.

Section 7. Quorum of General Membership

Twenty (20) members shall constitute a quorum of the general membership, and a majority vote of those present shall be required for the adoption of any matter or for the election of any Officer or Director.

Section 8. Inspection of Records

49/63 shall keep records of accounts, minutes of proceedings and a register of members at its principal office and/or on its website. All records of 49/63 shall be open to inspection by any member within seven working days of the request.

Article VI – Board of Directors

Section 1. General Powers

The affairs of 49/63 shall be managed by the Board of Directors.

Section 2. Qualifications

Directors shall be members of 49/63 as defined in Article V; only two (2) directors may be non-residents representing business, institutions or proprietors to a maximum of one per business, institution or property.

Section 3. Disclosure

Directors and staff members shall make known any convictions for violations of State or Federal criminal statutes, and/or any conflicts of interest, such as connections with groups doing

business with the organization. This information shall be provided annually to 49/63's Corporate Secretary, for presentation to the Board of Directors.

Section 4. Number and Term

All members of the Board of Directors, both Officers and Directors, shall be elected for one (1) year terms. Including the Officers of 49/63, the total number of members of the Board of Directors shall not exceed nine (9).

Section 5. Notice of Board Meetings

Dates, times and places of Board Meetings shall be determined by the President, with notice given to all members of the Board. Resolutions may be enacted by a 2/3 majority of responding Board members approving by e-mail (or written note) in a 24 hour period (or as soon as 2/3 of all board members have responded favorably). These resolutions must be certified at the next board meeting. Urgent financial situations may be handled according to Article XI, Section 1. Para. 5.

Section 6. Quorum

The presence of a majority of the then serving directors shall constitute a quorum for the transaction of business. Concurrence of the majority of directors present shall bind 49/63. In the absence of a quorum, resolutions may be enacted by email. Copies of emails shall be attached to the minutes of the following meeting and made a part of the official record.

Section 7. Council of Advisors

The President may appoint a Council of Advisors, subject to approval of the Board of Directors, to provide technical and management assistance to the corporation. The Council may review project proposals submitted by the Board of Directors, recommend corporation projects to the Board, provide legal or other technical advice, and advise the corporation on matters of organizational development or community planning upon request of the officers or committees of 49/63. The Council, when appointed, shall name a Chairperson and otherwise organize itself so as to perform its functions.

Section 8. Standing and Ad Hoc Committees

The President may appoint, with the approval of the Board, the following committees as Standing Committees of 49/63. The Chairperson of each Standing Committee shall be a member of the Board of Directors and no Director shall serve as chair of more than one Standing Committee. Members of Standing Committees may be members of the Board of Directors or members of 49/63 as defined in Article V.

Standing Committees:

- Communications
- Executive
- Finance/Fund Development
- Institution and Business Liaison
- Real Estate, Development and Codes

- Safety and Security
- Nomination

Standing Committees shall meet as called by the Chair of the Committee. The President, with the approval of the Board, may appoint other Ad Hoc committees of 49/63 as necessary.

Section 9. Removal of Directors

Any non-Officer Director absent from three (3) Board meetings during a 12-month period from the date of election shall be automatically removed from office unless the Board determines that such member had a valid reason for these absences, or has been appointed as a normally non-attending Council of Advisors Director Board member.

Section 10. Vacancies

Vacancies on the Board of Directors shall be filled by election of the membership at any membership meeting. After proper notice has been given as outlined in Article VIII, Section 1, a director may be elected to fill a vacancy, and shall serve the remaining term of his or her predecessor.

Article VII – Officers

Section 1. Election and Terms

At their annual November membership meeting, the Members shall elect a President, Vice President, Corporate Secretary, Recording Secretary and Treasurer, who shall hold office for one (1) year and until their successors shall be duly elected and certified. All Officers are members of the Board of Directors and are entitled to one vote each, except that the President of 49/63 shall vote only in case of a tie vote. Officers must be members of 49/63 residing within the area boundaries as set out in Article III. The Officers of 49/63 shall constitute the Executive Committee.

Section 2. President

The President shall serve as the chief executive officer of 49/63. He or she shall preside at all meetings of the membership and the Board of Directors. He or she shall sign contracts, conveyances and instruments in the name of 49/63, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice President

The Vice President shall preside at meetings in the absence of the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors and fulfill the other described duties of the President in his or her absence.

Section 4. Corporate Secretary

The Corporate Secretary shall keep a roll of the board membership and have general charge of

the records and conduct elections of 49/63. The Corporate Secretary shall file the corporation's annual report with the Secretary of State. The Corporate Secretary shall also perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 5. Recording Secretary

The Recording Secretary shall keep the minutes of the meetings of the Board of Directors and of the monthly membership meetings. The Recording Secretary shall be responsible for maintaining all minutes in a special book kept for that purpose.

Section 6. Treasurer

The Treasurer shall collect and disburse all funds and shall deposit all money in a depository selected by the Board of Directors. The Treasurer shall keep regular accounts and shall prepare and present regular monthly reports for the Board of Directors, quarterly statements for the general membership, and annual reports for the audit.

Section 7. Vacancies

Vacancies of officers shall be filled by election of the membership at a regular or special membership meeting. After proper notice has been given as outlined in Article VIII, Section 1, an officer shall be elected to fill a vacancy, and shall serve the remaining term of his or her predecessor.

Section 8. Removal of Officers

When those members of the Board of Directors whose removal is not in question, by a 2/3 vote decide that it is in the best interest of 49/63 to remove an elected Officer of 49/63, they shall present that recommendation at the next regularly scheduled general membership meeting, provided that proper notice of the meeting has been posted and published at least 30 days prior to the meeting. No Officer whose removal is in question may participate in the conduct of the meeting at which such vote is taken. At that meeting, a 2/3 vote of the members present shall be required for removal, provided that quorum and membership are verified. Nominations will be taken from the floor to replace said Officer, and the election shall follow. The results of this election will be validated at the next Board of Directors meeting.

Article VIII - Elections

Section 1. Notice

Notice of all elections shall be posted fourteen (14) days before the election.

Section 2. Nominations

A nominating committee will be selected by the President in consultation with the Board of Directors to create a slate of candidates for Board members and officers. Further nominations may be taken from the floor at the time of the election. A nomination from the floor requires a second. Nominations from the floor require a majority vote to be placed on the ballot.

Section 3. Counting of Ballots

Ballots shall be counted according to procedures established and approved by the Board. No member running for an elective position shall be included in counting the ballots. *A vote tally total of a majority of those present and eligible to vote is required in order to elect any nominee. Three (3) or more nominees for the same position may require a run-off vote.*

Section 4. Certifications

On the evening of the election, the then-serving Board shall meet and certify the results of the elections.

Section 5. Election Results

The Corporate Secretary shall record the results of the election and keep the ballots, if any, for ninety (90) days.

Article IX – Fiscal Year

The fiscal year of the corporation shall be January 1st to December 31st.

Article X – Parliamentary Procedure

Robert’s Rules of Order (the latest edition) shall be the parliamentary authority on all matters not covered by these bylaws, and will be available at all meetings. For normal decision making and meeting procedures “Bob’s Rules of Order” [a simplified and condensed version of Robert’s Rules of Order] shall be followed.

Article XI – Finance Policy

Section 1. Acquisition and Disposition of Funds

The Board of Directors has the final authority over all financial transactions of 49/63, including the safekeeping and disbursement of funds, contracts and written agreements.

All funds that are granted, donated, awarded or otherwise issued to 49/63 for the operation of past, present or future projects or activities of 49/63 and any revenue derived from the rental, sale or delivery of real or personal property, merchandise or services becomes the property of 49/63. Only the President or the Treasurer is authorized to receive funds for 49/63. The Treasurer is responsible for maintaining complete and accurate records of all financial transactions of 49/63, the prompt and efficient deposit and disbursement of 49/63 funds, and preparing monthly reports for the Board of Directors, quarterly statements for the general membership, and annual reports for the annual audit.

The Treasurer shall pay any expenses as directed in the annual budget and in accordance with contractual obligations. The President or Treasurer may issue checks not exceeding \$50.00 in total value in payment of proper expenses or obligations of 49/63 or to purchase or rent equipment or property. Reports of such expenditures shall be given to the Board of Directors at its

next scheduled meeting. Expenditures exceeding \$50.00 must have prior Board approval. If an urgent situation exists, the President, at his or her discretion, may poll the Board of Directors and, after approval by at least a 2/3 majority, may issue a check exceeding \$50.00. Reports of such expenditures shall be given to the Board of Directors at its next scheduled meeting.

The Treasurer may invest excess funds of 49/63 with the consent of the Board of Directors in savings accounts, certificates of deposit, Treasury bills or other United States securities, and such transactions shall be reported at the next regularly scheduled Board of Directors meeting.

All checks and notes shall be signed by the Treasurer and one other signatory in the name of 49/63. If the Treasurer is incapacitated or absent, the President or his or her designee and one other signatory shall sign in the name of 49/63.

Section 2. Ownership and Disposition of Property

Any personal property acquired by 49/63 through donation, grant, award, in-kind service payment or cash payment shall be and remain the property of 49/63, unless otherwise specified by terms of a contract. Such acquisition shall be documented with a bill of sale or other instrument. Real property, 49/63-owned personal property, or equipment shall be disposed of by a formula and method established with the Board of Directors' approval.

Section 3. Bank Accounts

The President or Treasurer shall open or close accounts for 49/63 funds, subsequent to the approval of the Board of Directors. The Treasurer shall provide periodic reports to the Board regarding the status of all open accounts. Each account will carry the signature of the President, Vice-President, Treasurer and others as authorized by the Board of Directors. A general account shall be established and maintained to receive deposits from contributions, receipts from fundraising activities, rental income, and funds not specified for other accounts, to disburse funds in payment of operating supplies, rent (office or meeting place), utilities, certain payroll items, real property expense, and other expenses not specified for other accounts. Other accounts shall be established with the approval of the Board of Directors if recommended by the President and Treasurer, or if specified in the terms of a contract.

Section 4. Records

The official financial records or electronic files, ledgers, journals, supporting documents, savings passbook and checkbook(s) shall be kept at 49/63's headquarters. A safe-deposit box may be maintained by 49/63 for storage of property deeds, promissory notes and other items as indicated by the officers. The access to the box shall be limited to the Officers of 49/63.

Section 5. Petty Cash Fund

The Treasurer may establish and oversee a petty cash fund, authorized by the Board of Directors. This fund shall not exceed \$50.00 and shall be reimbursable with proof-of-purchase.

Section 6. Contracts

Only the President may enter into contractual agreements, after being approved by the Board of Directors.

Section 7. Contributions to Outside Groups and Organizations

Monetary contributions from the 49/63 Neighborhood Coalition to other groups and organizations will follow these guidelines: (1) all applications will be presented to the 49/63 Board and Officers for consideration; (2) no funds will be donated by 49/63 that jeopardizes its tax exempt status as a 501(c)3 corporation; (3) all applicants must demonstrate a measurable and direct benefit to our 49/63 area; (4) approval for donations must pass by a two-thirds majority vote of the Board and Officers.

Article XII – Personnel Policy

At such time as the Board of Directors elects to engage a staff member(s), prior to employment, a published Personnel Policy will be established.

Article XIII – Affirmative Action Policy and Plan

The 49/63 Neighborhood Coalition, Inc. will, in all solicitations or advertisements for employment or services, state that 49/63 will consider all qualified applicants without regard to race, color, creed, religion, sex, age, national origin or political affiliation. In the implementation of any of its programs and in the extension of any of its services, 49/63 will not discriminate. Every effort will be made to make it clear that non-discrimination is the policy of 49/63 and of its various projects and concerns. 49/63 will comply with all of the provisions of Title VII of the 1964 Civil Rights Act. The 49/63 Board of Directors will hear and resolve any complaints or grievances with regard to personnel discrimination. This plan emphatically and conclusively applies to all staff and membership.

Article XIV – Amendments

These Bylaws, in whole or in part, may be altered amended or repealed according to Article V, Section 6 or by recommendation of the Board and by a vote of 2/3 of the membership present at any general membership meeting, where proper notice has been given. Notice of proposed bylaw amendments shall be posted on the official 49/63 website twenty one (21) days before the election, mass emailed (blind) to those whose emails are available for this purpose and mail delivered to all those who require this service. Such alteration, amendments or repeal shall cause these bylaws to be redrafted, re-dated and published, incorporating the action taken by the General Membership.