

# **Bylaws of Forty-Nine Sixty-Three Neighborhood Coalition, Inc.**

Effective September 23, 1998/Amended January 27, 2006

## **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 49<sup>th</sup> Street on the North, 63<sup>rd</sup> Street on the South, the Paseo on the East, and Oak Street on the West.

## **Article IV – Purposes**

**49/63** is established for the purpose of providing and supporting development and maintenance of a strong and active community organization which seeks to sustain a diverse neighborhood, and to build the capacity of the neighborhood to be a safe, strong, stable and attractive place to live.

## **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 is defined herein shall have one vote at membership meetings called pursuant to the provisions of these bylaws, provided such member is present at such meeting.

### **Section 2. Membership Committee**

The Board of Directors may appoint a committee to 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 7:30 p.m. on the 4<sup>th</sup> Wednesday of September each year at such place as designated by the Board of Directors.

### **Section 4. Regular Meetings of the General Membership**

A regular meeting of the general membership, which is in fact a committee of the whole constituted of the entire eligible membership for the purpose of conveying the desires, aims and goals of the neighborhood to the Board of Directors is held on the fourth Wednesday of each month, except the months of July and December, unless

otherwise is specified by the President or the Board of Directors and published in the 49/63 newsletter preceding the proposed meeting. The meeting is to be held at the 49/63 Headquarters or other designated location.

#### **Section 5. Resolution of the Membership**

The General Membership may approve resolution(s) in a duly constituted membership meeting where a quorum is present. Said resolution(s) shall be presented by the President to the Board of Directors and a response given to the membership and placed on the agenda at a next regularly scheduled membership meeting. Resolutions of the membership shall be adopted by a simple majority after having been properly placed on the agenda and discussed at a regular membership meeting.

#### **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 be in writing, stating the place, date, hour and purpose of the meeting. Notice shall be posted and published in the newsletter at least 30 days in advance, or sent as a special mailing at least ten (10) days in advance.

#### **Section 7. Quorum of General Membership**

Twenty (20) members shall constitute a quorum, 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. 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, who are its corporate representatives.

#### **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**

Five (5) Directors shall be elected for two (2) year terms in even numbered years. Five (5) Directors shall be elected for two (2) year terms in odd numbered years. Including the officers of **49/63**, the total number of members of the Board of Directors shall not exceed fifteen (15).

#### **Section 5. Notice of Meetings**

Dates, times and places of Board Meetings shall be determined by the President, with notice given to all members of the Board at least three (3) days in advance with a copy posted in the principal office. Unless otherwise designated, regular meetings of the Board of Directors shall be held at 7:30 p.m. on the second Wednesday of each month at **49/63's** principal office location.

#### **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**.

#### **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 Committees**

The President shall 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:

**Codes and Beautification**

**Communications**

**Executive**

**Ways and Means**

**Safety and Security**

The President, with the approval of the Board, may appoint other committees of 49/63 as necessary.

#### **Section 9. Removal of Directors**

Any 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 excuse for these absences.

#### **Section 10. Vacancies**

Vacancies on the Board of Directors shall be filled by election of the membership. 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 September 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 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.

### **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. 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**

Election of Officers and Directors as specified in Article VI, Section 4, and Article VII, Section 1 shall take place at the Annual Meeting held in September. Notice of all elections shall be posted and published in the Newsletter at least thirty (30) days prior to said election.

### **Section 2. Nominations**

Nominations may be accepted by the Corporate Secretary upon notice of election until the night of the election. Further nominations may be taken from the floor at the time of the election.

### **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.

### **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 1<sup>st</sup> to December 31<sup>st</sup>.

## **Article X – Parliamentary Procedure**

*Robert's Rules of the Order* (the latest edition) shall be the parliamentary authority on all matters not covered by these bylaws, and will be available at all meetings.

## **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.

### **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 published in the newsletter at least thirty (30) days prior to the meeting.

Such alteration, amendments or repeal shall cause these bylaws to be redrafted, re-dated and published, incorporating the action taken by the General Membership.

