

**HIGHLAND GARDENS NEIGHBORHOOD ASSOCIATION
BY-LAWS OF THE ASSOCIATION**

ARTICLE I – NAME

The name shall be Highland Gardens Neighborhood Association, hereinafter referred to as “The Association”.

ARTICLE II – PURPOSE

The purpose of the Association is to provide a collective voice for the betterment and safety of our neighborhood. We will strive to maintain open communication and to provide assistance to the needs of all residents in a fair and impartial manner by developing a spirit of community and cooperation among residents. We will work together with all agencies for the betterment of our neighborhood and to work to resist neighborhood deterioration and criminal activity within our boundaries.

ARTICLE III – BOUNDARIES

The boundaries of the Association shall be: NE Englewood Road on the North; Vivion Road on the South; North Garfield on the East, and North Troost on the West (with the exception of homes in the Little Village area).

ARTICLE IV – MEMBERSHIP

Any person over the age of 18 who are homeowners and/or home renters and reside within the Association boundaries as set forth by the Association in Article III above, are eligible for membership in the Association. Only two votes will be allowed per household. Landlords who do not reside within the area are not allowed to vote.

Businesses that operate within the boundaries of the Association may have a voting right as a member of the Association. There exists a limit of one (1) vote per business. The business will designate the representative who will be allowed to vote. In order to become a member, a person or business must meet these requirements.

Membership fees will be Ten Dollars (\$10.00) per year, per household, and will be payable April 1 of each year. Payment of the dues is voluntary.

The responsibilities of the membership will be to provide input to the Board of Directors, elect the Board of Directors and decide on major issues.

Membership information is considered private and will not be released to anyone outside the Association without written approval from the Executive Committee / Board of Directors.

ARTICLE V – EXECUTIVE COMMITTEE / BOARD OF DIRECTORS

The Executive Committee / Board of Directors (Committee) shall consist of Nine (9) Members: The President, Vice-President, Secretary, Treasurer and five (5) Board members, to be elected by the general membership. One person per household shall be allowed to serve on the Executive Committee at the same time.

The Committee may take action without a general membership meeting, provided the decision will not have a significant impact (financial or otherwise) on the membership of the Association. Decisions will be passed by simple majority of those present.

A. TERM OF OFFICE

The term of the Officers of the Executive Committee shall consist of two (2) years. There is no limit to the number of terms a person can serve on the Executive Committee.

B. DUTIES

The duties of the Executive Committee shall be to manage the operation of and transact all business for the Association during their term in office. The duties of the individual officers are as follows:

1. PRESIDENT

The President shall be the presiding officer at all Committee and General Membership meetings. The President shall appoint necessary chairman of committees with the approval of the Executive Committee, and shall be an ex-officio member of all committees, except the Nominating Committee. The President shall not assume the duties of other officers or committee chairman. The President shall serve as the official representative to other organizations or appoint the necessary representative to serve in his/her place.

2. VICE-PRESIDENT

The Vice-President shall assist the President in the performance of duties and shall preside at designated meetings in the absence of the President. In the event that the President's office becomes vacant, the Vice-President will assume the duties of the President.

3. SECRETARY

The Secretary shall be responsible for accurate taking and reading of all Executive Committee and Association meeting minutes; handle correspondence of the Association as required by the President; maintain a record of sign-in sheets from all meetings; and retain copies of all minutes, correspondence and sign-in sheets in a binder for future reference.

4. TREASURER

The Treasurer shall receive and deposit all monies belonging to the Association in such financial institution as determined by the Executive Committee; keep a true and detailed account of all monies received and paid; and shall make a financial report at all regular meetings of the Executive Committee and Association regular membership meetings.

5. BOARD OF DIRECTORS

The Board Members shall assist in maintaining order during the General Membership meetings; assist in an annual audit of the Association's books; be in charge of all properties of the Association; and discharge other duties as directed by the President.

C. VACANCIES

Any vacancy shall be filled by appointment of the President with the approval of the other members of the Executive Committee/Board of Directors; with the exception of the President (which shall be filled by the Vice-President). Should a Board Member fail to attend three (3) consecutive meetings without being excused by the President, the remainder of the Committee may vote to remove that person from office. The vote, should it occur, shall be taken at the third missed meeting. All vacancies filled shall be only for the remainder of the unexpired term of the vacated member.

ARTICLE VI – ELECTIONS

Elections shall take place during a General Membership meeting on the fourth Thursday of March each year. Nominations will be taken from the floor the day of the election. The officers / board members shall be elected by a majority vote of those members present at the meeting. A voice vote will be accepted if only one candidate is on the ballot for an office; or by written ballot if two or more candidates are nominated for any one office.

The term of the newly elected Executive Committee/Board of Directors shall commence on the first day of the month (April) following the election. Each outgoing officer shall turn over to their successor all properties pertaining to the office within thirty (30) days of vacancy.

ARTICLE VII – MEETINGS

Highland Gardens Neighborhood Association meetings shall be held at least quarterly, generally on the last Thursday of the month. These may be changed due to weather conditions or as directed by the Executive Committee / Board of Directors.

Meetings can be scheduled by any Board Member.

Meetings shall be open to all members and guests of the Association. Voting decisions will be passed by a simple majority (over 51% of the members present and participating in the vote).

All business of the Association shall be conducted in the manner of Roberts Rules of Order, Newly Revised. It shall be the responsibility of the presiding officer to maintain an orderly and business-like meeting.

A. NOTIFICATION OF MEETINGS

Meetings shall be publicized by one of the following means: Flyers, newsletters, electronic, and/or telephone calls.

B. GENERAL MEMBERSHIP MEETINGS

General membership meetings shall be held no less than four (4) times per year. The meetings shall be open to all members and guests of the Association.

C. EXECUTIVE COMMITTEE / BOARD OF DIRECTORS' MEETINGS

The Executive Committee/ Board of Directors shall meet as often as necessary to conduct the business of the Association, but not less than quarterly.

D. SPECIAL MEETINGS

Special Meetings of the Association may be called by any two Board Members.

E. VOTING

Two votes per household as shown in Article IV shall be allowed on any matter before the Association. Landlords not residing within the prescribed boundaries are not granted voting privileges. The President shall break any tie vote.

ARTICLE VIII – FINANCIAL RESPONSIBILITIES

The Association shall operate as a not-for-profit organization under the statutes of the State of Missouri as a 501 C(3) status.

A. EXPENDITURES

Expenditures of funds shall be approved by a majority vote of the Executive Committee/Board of Directors for anything less than One Hundred Dollars (\$100). Such expenditures shall be presented to the General Membership for approval at the next scheduled membership meeting. Any expenditure over \$100 shall be approved by a majority vote of the Association at a membership meeting.

B. CHECKS

All checks must have two (2) signatures and shall be signed by any two of the following: Treasurer, President, Secretary, or Vice-President of the Association. Four (4) signatures (the President, Vice President, Secretary and Treasurer) shall be on the signature card at the banking institution the Association utilizes. An audit shall be made at least once a year prior to the election of the officers and prior to the appointment of a new treasurer should a resignation occur during the year. The audit shall be completed by the Secretary, the President or Vice-President of the Association. The audit shall include all financial records and funds of the Association.

C. DONATIONS / CONTRIBUTIONS

The Association shall have the authority to accept donations/contributions from interested persons or groups wishing to lend financial assistance. Such persons or groups, outside of the Association, shall have neither voice or vote in the deliberations of the Association.

ARTICLE IX – AMENDMENTS

Amendments to these By-Laws shall be submitted in writing during a general membership meeting and voted on at the next regular membership meeting. Such amendments must be approved by a two-thirds (2/3) majority of those in attendance at the meeting.

ARTICLE X – DISSOLUTION

Upon dissolution of the Association, the Executive Committee / Board of Directors shall, after having paid or having made arrangements to pay all outstanding liabilities of the Association, dispose of all assets exclusive to the Association in such a manner or to such entity organized and operated exclusively for charitable, educational, or scientific purposes as set forth in the Internal Revenue Service Code 501 C (3), or any corresponding provision of the United States Internal Revenue law, as determined by the Executive Committee/ Board of Directors. Any such assets not so disposed shall be relegated to the Court of Common Pleas in the County of operation of the Association (Clay County) for determination of appropriate disposition in accordance with IRS Code 501 C (3), as previously outlined

Original By-Laws, April 2007

Amended: April 2009

Amended: March 2012