

IVANHOE NEIGHBORHOOD COUNCIL
BYLAWS

NAME

Section 1. Name. The name of this organization shall be the Ivanhoe Neighborhood Council.

PURPOSE

Section 1. Purpose. The corporation is organized exclusively for charitable, educational, religious, scientific, or fostering low-income housing purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended ("The Code").

MEMBERSHIP

Section 1. Membership. Membership shall be composed of Ivanhoe residents, representatives of civic and business groups, private agencies, schools, church organizations, governmental agencies and other individuals interested in assisting in improving/enhancing the Ivanhoe neighborhood.

Section 2. Voting. Individual members in good standing (current in membership dues) shall have one vote upon any matter before the Council. Members must be in attendance to record an official vote, voting by proxy is not permitted.

Section 3. Participation. Any member is entitled to active participation in the Council.

BOUNDARIES

Section 1. Boundaries. The boundaries of the Ivanhoe Neighborhood Council are Emanuel Cleaver II Boulevard (47th Street) on the South, 31st Street on the North, Prospect (west side) on the East, and Paseo (east side) on the West and or to Troost, if concerns and issues so dictate.

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BOARD OF DIRECTORS

Section 1. Board Role, Size, and Compensation. The Board of Directors and its officers are responsible for the overall policy and direction of the Ivanhoe Neighborhood Council and may delegate responsibility for day-to-day operations to the Executive Director.

- A. The Board shall have up to 21 and not fewer than 9 members. The Board may include individuals who are not Ivanhoe residents, but non-Ivanhoe residents shall not exceed one-third of the total Board members. All board members shall be members of the Council in good standing (current in membership dues).
- B. Board officers and or members may not receive compensation other than reasonable expenses authorized by the Board and incurred on behalf of the organization.
- C. The Executive Director shall attend Board meetings in an ex officio capacity. The Executive Director may not hold an office on the Board, and shall not be accorded the right to vote.

Section 2. Officers. The officers shall be a President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Parliamentarian. All officers shall be Ivanhoe residents and members of the Council in good standing (current in membership dues).

President. The President shall convene regularly scheduled Council and/or Board meetings, prepare or arrange for preparation of meeting agenda, and preside or arrange for other officers to preside at each Council and/or Board meeting in the following order: Vice President, Secretary, and Treasurer.

Vice-President. The Vice-President may perform the duties and exercise the powers of the President usually in the absence of the President or due to disability or inability of the President at a given time.

Secretary. The Secretary shall be responsible for keeping records of Council and/or Board actions, including the taking or arranging for taking of minutes at all Council and/or Board and as required, Committee meetings, sending out meeting notices, distributing copies of minutes and the agendas to each Board member, and assuring that corporate records are maintained.

Assistant Secretary. The Assistant Secretary may perform the duties and exercise the powers of the Secretary, usually in the absence of the Secretary or due to disability or inability of the Secretary at a given time.

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Treasurer. The Treasurer shall make a report at each Council meeting, chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board, Executive Director, and the public.

Assistant Treasurer. The Assistant Treasurer may perform the duties and exercise the powers of the Treasurer, usually in the absence of the Treasurer or due to disability or inability of the Treasurer at a given time.

Parliamentarian. The Parliamentarian shall be knowledgeable of parliamentary and organizational rules, ensure that parliamentary and organizational rules are adhered to, and assist in the facilitation of orderly meetings.

Section 3. Delegation of Officers' Duties. For any reason deemed sufficient including the absence or incapacity of an officer, the Board of Directors may, for any period, delegate some or all of the duties, responsibilities, power and authority of any officer to any other officer or to any agent or employee of the organization.

Section 4. Nomination Procedure. The Nominating Committee will be elected by the Board at the beginning of each year in which an election will be held. One of this committee's responsibilities shall be to identify and recruit qualified individuals as members of and officers of the Ivanhoe Board of Directors. In addition to any other qualifications under these bylaws, any person must be on the board and have served on the board for one year prior to serving as an officer.

- A. At the Ivanhoe Neighborhood Council meeting four months preceding the annual meeting at which an election will be held, the Nominating Committee will announce the position that will expire at the end of the calendar year and that the members may submit the names of suggested qualified candidates for these positions to any member of the Nominating Committee at or before the next monthly Ivanhoe Neighborhood Council meeting.
- B. At the Ivanhoe Neighborhood Council meeting two months preceding the annual meeting at which an election will be held, the Nominating Committee will announce its nominated slate of candidates.
- C. At the Ivanhoe Neighborhood Council meeting one month preceding the annual meeting at which an election will be held, the Nominating Committee will receive nominations of qualified candidates from the floor. Nominations from the floor shall not be received at the annual meeting.

Section 5. Election. The members and officers of the Board of Directors will be elected at the annual meeting by majority vote of eligible voting members in good standing (current in membership dues as of the Ivanhoe Neighborhood Council meeting one month preceding the annual meeting).

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Section 6. Term of Office. The term of office for officers and board members shall be three years. For the sake of continuity and to avoid having all officers' and board members' terms ending at the same time, the terms of officers and board members may be staggered. In 2008 the President, Secretary, and Treasurer shall be elected for a three year term and the Vice-President, Assistant Secretary, Assistant Treasurer, and Parliamentarian shall be elected for a two year term. Officers and board members are eligible for reelection.

Section 7. Vacancies. When an officer or board member vacancy occurs, board members may submit nominations for the vacant position to the Secretary two weeks in advance of the regularly scheduled Board meeting.

- A. The Secretary shall send the names of the nominees to board members in writing at least one week before the Board meeting.
- B. The Board will vote on the nominees at the regular Board meeting.
- C. Individuals elected to fill a vacancy will serve through the end of the term of that officer or Board member and thereafter until the position is filled.

Section 8. Resignation and Removal.

- A. **Resignation.** Board members must submit a request to resign from the Board to the Secretary in writing.
- B. **Removal Due to Absence.** A board member may be removed from for the Board for excess absences from the Board if the Board member has three unexcused absences from regularly scheduled Board meetings in a calendar year.
- C. **Removal Due to Impropriety.** A board member may be removed for reasons of impropriety or for actions/activities that place the organization at risk.
- D. **Notice to Directors.** A written notice shall be sent to all Directors advising that a vote on the removal of a Director is one of the purposes of the meeting. The notice must be sent to the Directors at least two weeks in advance of the meeting at which the vote will be taken.
- E. **Removal Process.** The vote to remove an elected Director may be held at an annual, a regular, or a special meeting as long as timely written notice has been provided to Directors as provided for in Article V, Section 8, E, above. A two-thirds majority vote of the Directors is required before removal of a Director regardless of the reason for removal.

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Section 9. Delegation of Authority to Hire, Discharge, and Designate Duties. The Board of Directors may delegate to any committee of the Board of Directors, the President, or the Executive Director the authority to hire or fire an employee of the organization and to fix and modify their duties and responsibilities.

- A. The Board of Directors may also so delegate authority with respect to obtaining and retaining for the organization the services of attorneys, accountants, and other agents, and terminating such services.
- B. The President (or the Board of Directors) shall have the power and authority to hire and fire employees and agents, including attorneys, accountants, and other advisors, and to fix or modify their duties and responsibilities.

Section 10. Salaries and Compensation. The Board of Directors shall fix, increase or decrease salaries and other compensation of all employees.

Section 11. Officer/Employee Bonds. The Board of Directors will require the President, Vice-President, Treasurer, and Assistant Treasurer to furnish a bond to the organization. The Executive Director will be bonded and staff with the responsibility for handling money may be bonded. All bonds will be at the expense of the Board, in a form, in an amount, and from sureties that are acceptable to the Board.

- A. The bond shall insure the faithful performance of the duties of such officer or employee and for restoration to the organization of its books, papers, vouchers, money, and other property that are in such person's possession or control.

Section 12. Regular Meetings. The Board of Directors will ordinarily meet at least once each month at a regularly scheduled time, as decided by the Executive Committee.

- A. A board meeting requires that each board member have been mailed or electronically sent written notice in advance. Notice of meeting should include an agenda.

Section 13. Special Meetings. The President, 25% of the Board of Directors, or the Executive Director may call special meetings of the Board of Directors, from time to time.

- A. Such persons may call a special meeting for any purpose upon the giving of notice thereof in the form required by these bylaws.
- B. Any person entitled to call a special meeting also may send the notice thereof.

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C. The business transacted at a special meeting shall be limited to those purposes specified in the notice of such meeting unless at least two-thirds of the Directors, whether or not present at the meeting, unanimously approve, in writing, that the Board of Directors may transact such other business.

Section 14. Quorum. Presence of a majority of the Board of Directors shall constitute a quorum.

Section 15. Governance of Meetings. A majority of the Board of Directors present at a meeting may designate someone other than the President of the Board to chair the meeting and someone other than the Secretary or Assistant Secretary of the organization to act as the Secretary of the meeting.

- A. The President of the Board or any other person presiding over any meeting of the Board of Directors shall do so in any orderly manner, in good faith, giving each Director a reasonable opportunity to be heard on all matters properly before the meeting and making sure that the conduct of the meeting and all actions taken at the meeting comply with the terms of these bylaws, the Articles of Incorporation, and applicable law.
- B. Roberts Rules of Order shall govern the conduct of meetings.

Section 16. Adjournment. The Board of Directors may adjourn any meeting, from time to time, until the business of the meeting is completed.

- A. Although less than a quorum, the Directors present at any meeting, may adjourn the meeting and reconvene the meeting at a later time without notice of the reconvened meeting other than announcing the new date, time, and place at the meeting before it is adjourned.
- B. The Board of Directors may not adjourn a meeting to a date that is more than thirty (30) days after the original date of the meeting. Subject to the foregoing limitation, a meeting may be adjourned and reconvened any number of times.
- C. At any reconvened meeting at which a quorum is present, the Board of Directors may transact any business that it might have transacted at the meeting originally called.

EXECUTIVE COMMITTEE

Section 1. Composition, Term, and Officers. The Executive Committee shall consist of the Officers of the Board of Directors (President, Vice-President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Parliamentarian) and

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one or more Board members elected by the Board.

- A. The Executive Committee shall serve a two-year term.

Section 2. Duties. The duties of the Executive Committee shall be to be responsible for the planning of programs and the agenda of all meetings, and to serve as the interim decision group between meetings.

Section 3. Meetings. The Executive Committee shall meet regularly once a month, preferably at least one week before the regular Board of Directors meeting.

- A. Additional meetings may be called as needed.
- B. Written or electronic notice of special meetings will be sent to each Executive Committee member at least 24 hours in advance of the meeting, unless an emergency or exigency situation arises that requires immediate attention.
- C. In such situations (which should be rare) an attempt will be made to notify all Executive Committee members by telephone.

Section 4. Quorum. Presence of at least four Executive Committee members shall constitute a quorum.

COMMITTEES

Section 1. Standing Committees. The Ivanhoe Neighborhood Council shall have the following standing committees: Beautification; Communications and Newsletter; Crime and Safety; Economic Development, Housing, and Jobs; and Youth, Family Life, and Education. The primary function of these committees is to implement the Ivanhoe strategic plan. These committees shall meet regularly (as needed) to ensure progress with strategic plan implementation. The committees are empowered to recommend revisions to the Board of Directors. The Board reserves the right to make changes to the strategic plan.

- A. The Board of Directors, the Executive Committee, or the Council may create additional standing committees or special committees as needed.
- B. The Chairperson or Co-Chairperson of each committee will be selected each year. The President of the Board will recommend the names of individuals to chair each committee. The Board will vote to approve or disapprove the recommendations.

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ARTICLE VIII

MEETINGS

Section 1. Annual Meeting. The annual meeting of the Council shall be held each year during the month of October.

Section 2. Regular Meetings. Regular meetings of the Council will be held on the fourth Saturday of each month.

Section 3. Meeting Notice. Ivanhoe residents will be notified of monthly neighborhood meetings through the Ivanhoe Phone Tree.

- A. Regular Council meeting schedules will be available to members at monthly neighborhood and committee meetings.
- B. Regular Council meeting schedules will also be included in the organization's newsletter.

Section 4. Special Meetings. The President, upon written request from ten members, individual Ivanhoe residents, in good standing (current in membership dues) may call a special meeting.

- A. Notice of the meeting is required two weeks in advance.
- B. Notice may be in writing and or through the Ivanhoe Phone Tree.
- C. The notice must include the date, time, location, and specific purpose of the meeting.

Section 5. Quorum. Presence of at least 15 members, of which at least 2/3 must be individual Ivanhoe residents, in good standing (current in membership dues) at a monthly Ivanhoe Neighborhood Council meeting shall constitute a quorum.

ARTICLE IX

GENERAL MATTERS

Section 1. Amendments. These bylaws may be amended by a majority vote of eligible voting members in good standing (current in membership dues), of which at least 2/3 must be individual Ivanhoe residents, at a regularly scheduled meeting or at a special meeting.

- A. Amendments must first be presented to the Board of Directors at a regularly scheduled meeting and approved by two thirds of the Board.

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B. After approval by the Board, copies of the proposed amendments will be distributed at the regular monthly Council meeting preceding the meeting at which the vote will be taken.

Section 2. Operating Policies. The Board of Directors will approve operating policies and procedures for the purpose of empowering the Executive Director to manage day-to-day operations.

A. The organization's written policies and procedures are as binding as the articles of incorporation and bylaws.

B. At a minimum, the organization shall have the following policies (others may be added as needed):

Personnel policies: employee hiring, promotion, compensation, and disciplinary procedures

Financial management policies: describing how the organization's funds are to be deposited and disbursed and identifying the person responsible for each function related to the handling of the organization's funds.

Risk management policies: describing various areas of organization vulnerability and including procedures for handling such.

Travel policies: covering the procedures for obtaining expense reimbursement, travel authorization, and so on.

Section 3. Registered Office; Registered Agent. The Board of Directors shall designate the registered agent and the location of the registered office of the organization in the State of Missouri, which information the organization shall file with the State pursuant to applicable law.

Section 4. Records. The organization shall keep original and or duplicate books at its registered office. The books shall contain:

A. The names and addresses of the current Board of Directors and officers,

B. Minutes of meetings of the Board of Directors and any committee thereof,

C. Appropriate accounting and financial records,

D. The organization's most recent annual report filed with the State,

E. The Articles of Incorporation, these bylaws, and all current amendments thereto, and

F. All other records and information required by law.

G. The books may contain either original or copies of the documents set forth above.

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Section 5. Inspection of Records. Any member of the Board of Directors may inspect, and copy upon payment of a reasonable charge covering the costs of labor and materials therefore, all books and records at the registered office during its usual and customary hours of business.

- A. Any other person permitted to do so by applicable law may, upon complying with all requirements of such law, inspect those books and records of the organization permitted by applicable law, at the registered office of the organization, during its usual and customary hours of business.
- B. Upon payment of a reasonable charge covering the costs of labor and materials therefore, the organization shall, within a reasonable time, provide such person with copies of those portions of its books and records which such person is allowed to inspect by applicable law.
- C. Any Director or other person permitted to inspect and copy the books and records of the organization may delegate such right to an attorney or other agent.
- D. The organization may require Directors and all other persons inspecting or copying the organization's books and records to do so in a manner that does not unreasonably interfere with the conduct of the organization's business.
- E. No Director or other person inspecting or copying the books or records of the organization shall use, permit to be used, or acquiesce in the use by others of any information so obtained in a manner prohibited by law.
- F. As a condition precedent to it allowing any person other than a Director to inspect or copy any of its books or record, the organization may require such person to indemnify the organization against any loss or damage that it may suffer which arises out of, or resulting from, any unauthorized use or disclosure of any information obtained in the course of such inspection or copying.

Section 6. Fiscal Year. The Board of Directors shall have the power to fix, and from time to time, to change the fiscal year of the organization.

- A. In the absence of action by the Board of Directors, the fiscal year of the organization shall end each year on December 31.