

LONGFELLOW COMMUNITY ASSOCIATION BY-LAWS

Article I Territory

The name of this organization shall be "Longfellow Community Association." The Longfellow Community is that area within Kansas City, Missouri, that is enclosed by Gillham Road from Thirty-first Street to McGee Trafficway and then by McGee Trafficway to Twenty-seventh Street, and then by McGee Street (or McGee Trafficway) to Twenty-fifth Street on the west, Twenty-fifth Street on the north to Troost Avenue on the east, and Thirty-first Street on the south, or the imaginary extension of those streets should they not continuously exist.

Article II Statement of Purpose

The purpose for which this Corporation is organized are: exclusively charitable, cultural, literary, educational and benevolent, including but not limited to, the bringing together of all persons living in, or who otherwise have an interest in the neighborhood commonly known as the "Longfellow/Dutch Hill" Community in Kansas City, Missouri: to hold and promote meetings of such persons for discussion and action on community problems, and to build, develop or otherwise provide facilities necessary or helpful for accomplishing the foregoing. It is intended that all matters relating to operational procedures and policies are contained in these By-Laws. It is also intended that future officers, Steering Committee members and Association members will be able to refer to these By-Laws in conjunction with the Articles of Incorporation to determine their duties and responsibilities.

Article III Membership

A. Non-Discrimination Policy:

In Recognition of the diverse nature of the Longfellow neighborhood and in an effort to promote unity within the community, the Longfellow Community Association shall not discriminate on the basis of race, sex, national origin, religion, creed, age, sexual orientation, political affiliation, physical handicap or any other basis prohibited by law.

B. Members:

Members of this Corporation (hereinafter called "Association") shall be persons eighteen (18) years or older who reside in the territory of this Association, and non-resident property owners and businesses (including corporations, partnerships and sole proprietorships), churches, institutions, and organizations maintaining operational centers within the territory of this Association.

C. Dues:

No person or entity shall be required to pay dues or anything of value to be a member of this Association or to vote at meetings.

Article IV Officers

The officers of this Association shall:

Be persons who are members of this Association or the official representative of entities which are members of this Association as provided in Article III(B) of these By-Laws; and they shall perform such duties as ordinarily performed by corporation officers; the duties assigned to them herein, by the Association membership and by the Steering Committee; they shall serve until their successors are duly selected in accordance with these By-Laws.

The officers shall be as follows:

President – The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and the Steering Committee.

Vice President – The Vice President shall assist the President and shall temporarily act as the President in the event the President is temporarily absent or incapacitated.

Secretary – The Secretary shall keep the minutes of the general and Steering Committee meetings, shall be responsible for the Association's correspondence, and shall keep the official copy of the Articles of Incorporation, By-Laws and all Amendments thereto.

Treasurer – The Treasurer shall collect and disburse the funds of the Association and maintain records of said collections and disbursement in accordance with the Law, the Articles of Incorporation, the By-Laws, and as directed by the membership and the Steering Committee. The Treasurer's records shall be open for inspection by members at reasonable times, and the Treasurer shall give an oral or written report at each general membership meeting showing income and disbursement since the last report and the present balance.

Article V Steering Committee

The Board of Directors of this Association shall be known as the Steering Committee. The Steering Committee shall be composed of all the officers of this Association plus six to eight (6-8) additional regular members of the Association. All decisions of the Steering Committee shall be by majority vote on the total Steering Committee, except that the President shall only vote in case of a tie. The Steering Committee shall have those powers allowed by a Board of Directors under the "Missouri Non-Profit Corporation Act," including those powers provided in the Articles of Incorporation. The Steering Committee shall meet on the last Monday of each month, or on an alternative day as designated at a previous meeting, and at such other time as necessary, and said meeting shall be held in accordance with these By-Laws; a majority of the members shall be considered a quorum. A member of the Steering Committee who has three (3) successive absences will be considered to have vacated his/her position.

Article VI Vacancies

Should any officer or member of the Steering Committee refuse or be unable to act for the duration of their term, a majority of the Steering Committee may declare that office vacant. Vacancies may be filled by majority vote of the members present at any general meeting.

Article VII Election of Officers and Steering Committee Members

At the annual membership meeting in June, the members shall elect a President, Vice President, Secretary, and Treasurer, and eight (8) members of the Steering Committee. They shall hold office for one (1) year, or until their successors are duly elected and certified. Eligible members shall be entitled to one (1) vote for each office to be filled and eight (8) votes for candidates to Steering Committee. The Steering Committee votes shall not be cumulative. If a single office candidate does not receive a simple majority of votes, additional ballots shall be taken between the two (2) candidates receiving the highest number of votes. The eight (8) Steering Committee candidates receiving the most votes shall be deemed elected to the Steering Committee. Nominations shall be accepted by notice to the Secretary or may be made by a member on the night of the election.

Article VIII Removal

An officer and/or a Steering Committee member may be removed by the following procedures: When those members of the Steering Committee, whose removal is not in question, decide by a two-thirds (2/3) vote, that it is in the best interest of the Association to remove an elected officer or Steering Committee member, they shall present that recommendation at the next regularly scheduled general membership meeting, provided however, that proper notice of the meeting has been posted and published and distributed within the territory of this Association at least fifteen (15) days prior to the general meeting. At that general membership meeting, a two-thirds (2/3) vote of the members present shall be required for removal.

Article IX Meetings

- A.** General Meetings of the Association shall be held on the first Monday of each month, or on an alternative day as designated at the previous meeting.
- B.** Special meetings of the Association membership may be called by a majority of the Steering Committee or by twenty-five (25) members of the Association. Voting at special meetings shall be restricted to the issues stated in the special meeting notice.
- C.** Notice of all general and special meetings shall be in writing; state the place, date, and hour of the meeting; shall be distributed throughout the territory of the Association at least five (5) days, but not more than forty (40) days in advance of any meeting.
- D.** The meetings shall be conducted in accordance with these By-Laws.
- E.** To be eligible to vote on any matter, a member must have attended at least one (1) meeting in the preceding eleven months. No absentee ballots or proxies shall be allowed.
- F.** Ten (10) members shall constitute a quorum at a general meeting.

Article X Committees

The Steering Committee shall establish committees as it deems necessary or as directed by the Association membership.

Article XI Property and Contracts

The Steering Committee shall have responsibility to conduct all financial transactions for the Association, including the safekeeping and disbursement of funds, authority to make and enter into contracts and written agreements. All instruments and contracts binding upon the Association shall be first approved by the general membership.

Article XII Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or these By-Laws.

Article XIII Amendments

Recommendations for an Amendment(s) to these By-Laws, in whole or part, may be made by the general membership or the Steering Committee. The Amendment(s) must be approved by a vote of two-thirds (2/3) of the membership present at any general or special membership meeting, where proper notice has been given. Written notice of the proposed By-Law Amendment(s) shall be distributed throughout the territory of this Association at least thirty (30) days prior to the meeting.

Amendment #1 Past President

The position of "Past President" shall be established as a non-elected member of the Steering Committee. Upon election of a new President, the outgoing President shall become the Past President. Only the immediate Past President may occupy this position. If the Past President has three (3) successive absences, the position will be vacated until the election of a new President, resulting in a new Past President. The President/Past President may be elected to another position as an Officer or Steering Committee member, which will result in the vacating of the Past President position until the election of a new President. (Adopted 01/06/03).

Note re: 2009 Amendment to Article V

Article V was amended on 5/4/09 to change the number of Steering Committee members from eight (8) to six to eight (6-8) members. Text of Article V reflects this change.