

Bylaws of the Valentine Neighborhood Association of Kansas City, Missouri

Article 1: Name: This organization shall be known as the Valentine Neighborhood Association (VNA) of Kansas City, Missouri.

Article 2: Boundaries: The area served by the Valentine Neighborhood Association extends from the south side of 31st Street to the north side of 40th Street, and from the east side of Summit to the west side of Broadway.

Article 3: Mission: The mission of the organization is to unite the people of the Valentine Neighborhood into an active, participating group to:

- Encourage preservation of the neighborhood, promote good citizenship, and enhance quality of life in the neighborhood.
- Nurture relationships with other neighborhoods, businesses, and institutions within the boundaries of the neighborhood or that share mutual goals.
- Inform and educate members about issues of importance to the neighborhood.
- Serve as an advocate for the members of the association at city hall during discussions that impact the neighborhood.
- Provide a structure for building relationships between neighborhood residents through the organization of social events, parties, shared community spaces and other activities.
- Provide communication tools including a newsletter and a website.

Article 4: Membership: Any resident, household, property owner or apartment tenant residing within the boundaries of the neighborhood or person affiliated with a business or organization located within the boundaries of the neighborhood who is older than 18 years and has paid dues for the current year is a member of the Valentine Neighborhood Association. Memberships are not transferable. A member becomes active once an individual has filled out membership form and paid dues for the current year. Each membership has one vote.

Section 1: Categories of Membership

- **Individual/Household membership:** Any resident, property owner, or tenant who lives within the boundaries of the neighborhood, who is older than 18 years, and has paid dues for the current year. A household is a family or group of apartment roommates or all of the people who reside at a specific address.
- **Business membership:** A business owner or representative of a licensed business located within the boundaries of the neighborhood who is older than 18 years and has paid dues for the current year. Business sponsors may also become business members; to have a vote, the business must be a member. Each business is entitled to one vote.
- **Institutional Membership:** The representative of any civic, religious, or educational group located within the neighborhood who is older than 18 years and has paid dues for the current year. Each institution is entitled to one vote.

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Section 2: Dues: Dues are payable February 14, Valentine’s Day, and expire on Feb. 13 of the following year. Dues may be paid by invoices sent out annually, online at the neighborhood website, or in person at some neighborhood events. Changes in annual dues shall be recommended by the board and approved by the members.

Article 5: Membership Meetings: General membership meetings of the VNA shall be held at least quarterly. The members shall elect the Executive Board annually at the October meeting. Meetings shall be held in person whenever possible but may be held online when the board deems it necessary.

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Section 1: Notification of Meetings: The board shall notify members of the date, time, location, and proposed agenda of any in-person meeting at least five days in advance of the meeting via the association email and neighborhood website. The board shall also notify members of online meetings or hybrid in-person/online meetings at least five days in advance with details on how to access the meeting online.

Section 2: Special Meetings: Special meetings may be called by the executive board as deemed necessary and the five days advance notice can be waived when the executive board deems the situation an emergency.

Section 3: Annual Meeting: The January meeting shall be considered the annual meeting of the association. At it, the board will report on its vision for the upcoming year, the current state of the association, and recap its activities from the previous year. The committee chairs will report on the committee’s activities for the previous year and plans for the upcoming year. The treasurer shall give a report on the current and past year finances. The board shall send an annual budget recommendation to the members to be voted upon at the annual meeting in January. The treasurer’s books shall be audited before the January annual meeting by the incoming treasurer and president. There will also be an opportunity for members to offer feedback and agree upon priorities for the upcoming year.

Section 4: Procedures for Voting at Membership Meetings and Special Meetings: Voting on all association business will take place at an in-person general membership meeting whenever possible. Meetings may be held via Zoom if the board finds it necessary. Members are encouraged to attend in-person meetings to cast their votes when possible. Members will be notified at least five days in advance, if possible, of any upcoming vote.

A vote is passed if it is approved by the majority of members attending the meeting either in person or online and/or sending their email vote at least two hours before the meeting begins. Voting may be by voice, show of hands, or written ballot at the discretion of the board. Non-members may participate by sharing information or other ways determined by the board but may not vote on the affairs of the association. Members are responsible for signing up for the VNA electronic newsletter and/or monitoring the VNA website for notification of upcoming meetings, votes, events, and discussions.

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Members may propose a motion to open voting to all neighborhood residents if they believe the issue at hand affects the entire neighborhood and that all residents' votes should be counted.

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The members may overturn any decision of the board of directors or remove any board member, if a majority of the voting members present at a regular or special meeting or online meeting or voting by email at least two hours in advance of the meeting vote to do so. Notice of intent to overturn a decision or remove a board member must be given to the members by the board through the email list at least five days in advance of such a meeting.

Section 5: Absentee Voting: Members who are unable to attend meetings at which a vote will be held may vote by email. Votes submitted by email must be received by the board at email@valentineneighborhood.com at least two hours prior to the scheduled meeting. Written absentee ballots may not be turned in by a third party during the election at the general meeting. Proxy votes shall not be accepted as valid for any vote. The board secretary will whenever possible notify the members at least five days in advance that a vote will be held and offer members who cannot attend a chance to vote by email ballot.

Section 6: Quorum: For any membership meeting, a quorum is defined as the number of people present at the time (either in person or online) and those members eligible to vote who have submitted their votes in advance.

Section 7: Non-discrimination Clause: This association shall not discriminate based on race, sex, national origin, religion, creed, age, sexual orientation, political affiliation, physical handicap, or any other basis prohibited by applicable law. All programs and activities of the association shall be conducted in furtherance of this policy.

Section 8: Recusal: No member should vote on a question in which they have a direct personal or pecuniary interest not common to the other membership of the organization. For example, if a motion proposes that the organization enter into a contract with a commercial firm of which a member of the organization is an officer and from which contract they would derive personal pecuniary profit, the member should abstain from voting on the matter.

Articles 6: Communication with and by Members: The official method of communication with the membership is through email and the VNA website. Members are responsible for keeping their email address updated with the association.

Article 7: Board of Directors and Executive Board: The executive board consists of four elected officers (a president, a vice-president, a secretary, and a treasurer voted upon by the membership). The board of directors includes the executive board and committee chairs as appointed by the executive board. All board members are responsible for following the mission of the VNA and helping to set goals, priorities, and policy for the association. All

board members must be members of the Valentine Neighborhood Association and live within the boundaries of the neighborhood.

Deleted: Elections shall be held each October at a membership meeting.

Section 1: Board Duties and Powers: Elected officers are expected to attend board meetings, which are to be held monthly in advance of general meetings. They supervise the affairs of the association between its business meetings, fix the hour and place of general meetings, make recommendations to the association, and perform such duties as specified in these bylaws and procedural documents. Elected officers and committee chairs are expected to adhere to the responsibilities laid out in the association’s adopted policies. Committee chairs are welcome to attend all board meetings and may be requested to attend board meetings in some instances.

Section 2: Procedure for Voting at Board Meetings: The president may call for votes by voice or show of hands, through email, or Zoom call. Each board member, including elected officers and committee chairs, has one vote on board decisions.

Section 3: Term Limits: Elected board members are limited to a three one-year consecutive terms in any given office. They are eligible to run again after one year of not being in a specific office and may run for another office immediately. Board terms begin immediately following the October elections. Committee chairs are appointed by the elected board each year following the October elections.

Section 3A: Executive Board Member Resignation: If an Executive Board member determines they cannot fulfill their responsibilities for the remainder of their term, they may resign by submitting a written notice to the President. If the President is resigning, they must submit their written notice to the Vice President. Resignations take effect immediately upon submission unless otherwise stated.

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If deemed necessary by the Board, a temporary replacement may be appointed to fill the vacant position until a special election can be held at either a general membership meeting or online. In order to fill vacant positions, the board will ask for volunteers to fill the position and then conduct elections. Elections to fill vacant Executive Board positions may be conducted electronically, with notifications and voting facilitated via email. Special elections will adhere to the voting procedures outlined in Section 4 of the bylaws for membership and special meetings.

Section 4: Board of Directors Quorum: At least four members of the board, including at least two executive board members, will institute a quorum.

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Section 5: Nominating Committee: The membership committee shall serve as a nominating committee and shall make a recommendation for a slate of elected officers before the annual meeting each year.

Section 6: Contracts: Agreements that will bind the neighborhood must first be approved by the general membership.

Section 7: Approval of Financial Transactions: Unbudgeted expenses exceeding \$100.00 must be approved by the board.

Article 8: Duties of the Officers

Section 1: Duties of President: The president shall know the bylaws of the VNA and preside over general meetings and board meetings. The president shall also consult with board members in advance and prepare an agenda for each meeting at least five days in advance of the meeting. The president shall also be responsible for ensuring notification of board meetings, general meetings, and annual meetings, and in the event of an emergency may cancel a meeting. This person should also adhere to the duties of the president as developed and updated by the board of directors.

Section 2: Duties of Vice President: If the president is absent, the vice president does the president's job, presiding at the meetings and otherwise performing the duties set forth in the bylaws. The vice-president is also responsible for overseeing the work of the committees and for ensuring that committee chairs report on their activities before each board meeting. This person should also adhere to the duties of the vice president as developed and updated by the board of directors.

Section 3: Duties of Secretary: The secretary shall record and distribute the minutes and keep the records of the association. The secretary shall provide a sign in sheet for each general meeting to include the names of those in attendance, their contact email and phone number and whether they are a member. The minutes of each meeting shall include the place and time of the meeting, the name of the presiding officer, the names of those present, and a record of all business transacted with the names of movers and seconders, the vote tally and other items of business discussed. The secretary shall also adhere to the duties of the secretary as developed and updated by the board of directors.

Section 4: Duties of Treasurer: The treasurer shall collect all dues of the VNA, keep an accurate account of all money received and disbursed, and give a report on the balance at or before each board meeting. The treasurer shall also pay all bills approved for payment by the board and draft an annual budget for the association to be presented at the annual meeting. This person should also adhere to the duties of the treasurer as developed and updated by the board of directors.

Article 9: Committees: The board of directors may establish committees to help conduct the affairs of the neighborhood association. The executive board shall appoint chairpersons to each committee. Committee chairs report to the vice president. Committee chairs are encouraged to attend board meetings and may vote on board issues. They are required to update the vice-president on ongoing committee activities upon the request of the vice president. They shall also adhere to the general duties of board chairpersons as developed and updated by the executive committee and follow the specific instructions outlined by the board for each committee chair. Special Committees may be created by the board to develop or carry out specific policies and decisions of the board, and to deal with specific matters and issues of concern and importance to the association. The board shall appoint persons to serve on special committees. These committees will be disbanded by action of the board.

Article 10: Governance: The parliamentary authority for the association shall be Roberts Rules of Order, Newly Revised. During board meetings and general meetings, simplified rules of governance may be followed, provided that in the event of any objections or disputes over the procedures for conducting a meeting, the most recent revision of Robert's Rules of Order Newly Revised is physically present at the meeting and shall be followed if the membership or board votes to require this.

Article 11: Amendment of Bylaws: The bylaws may be amended at any regular meeting of the members following the procedures for voting section of these bylaws.

Article 12: Political Endorsements: The VNA shall not endorse or solicit on behalf of the candidates for public office but may support or oppose ballot measures. The board of directors and/or the membership may vote to take positions on issues of importance to the association. Political candidates may be invited to speak at general membership meetings following the procedures established by the board of directors to maintain fairness to all candidates.

Article 13: Dissolving of Organization: The organization may be dissolved by a vote of the membership following the established procedures for voting as set out in the bylaws article 5, section 4