

DRAFT (9/3/26)

**EAST CENTRAL NEIGHBORHOOD ASSOCIATION
BYLAWS**

Article I: Purpose

1. The purpose of the East Central Neighborhood Association is to foster the character and quality of the physical environment and neighborly relationships that make our central city neighborhood a desirable, safe, and comfortable place to live and do business.
2. Specific functions will include, but not be limited to, community support, social activities, communication with the city of Springfield, neighborhood preservation and improvements.

Article II: Description

1. Name. The name of the organization is the East Central Neighborhood Association, hereafter referred to as ECNA.
2. Location: The ECNA serves an L-shaped area in the middle of Springfield. The north boundary is Chestnut Expressway. The west boundary is Kimbrough Avenue. The southern boundaries are designated to coordinate with the Rountree Neighborhood Association.
3. Fiscal Year. The fiscal year shall begin on January 1 and end on December 31.

Article III: Membership and Voting

1. The ECNA membership shall consist of the Executive Board, the Board, and the general membership.
2. Membership shall run January 1 to December 31 of each year regardless of when dues are paid. Membership Dues shall be due annually on January 1 of each year.
3. Qualifications: ECNA members must live, own a business, or have a special interest within the boundaries defined in Article II (2). Long-term and short-term rental property owners, as well as non-profit organizations, are considered businesses.
4. General members who are eighteen years and older may become voting members of the ECA through the payment of annual dues of \$ ___per individual, \$___per family, and \$___per business.

5. Voting: Each paid individual member will be entitled to one vote on any given issue. Businesses shall be entitled to one membership vote only, regardless of the number of properties owned. Family memberships shall be limited to those household members within the same immediate family and household. For family memberships, up to three family members over the age of 18 shall be entitled to one vote each on any given issue.
6. Membership Data. Data supplied on the membership form will be used only for ECNA's direct operations and will not be supplied to third-party organizations.
7. Communication: Members are solely responsible for keeping their contact information up to date in order to receive information from ECNA.

Article IV: Governance

1. Board of Directors: The Board of Directors, hereafter referred to as the Board, must maintain a minimum of five (5) directors whose dues are paid in full for the current year. Board members are elected at each Annual Meeting by a simple majority vote of the paying members who are present, or by acclamation. The Board shall consist of the officers and at least one (1) member at large. No more than one Board member may be a business owner in the neighborhood.
2. Board Officers: The Board shall include four (4) officers (President, Vice President, Treasurer, Secretary). The officers comprise the Executive Board.
 - A. President: Supervises affairs of ECNA, schedules and presides at all meetings, and, unless otherwise voted by a simple majority of the Board, endorses the ECNA's official business documents.
 - B. Vice President: The VP is considered the successor to the President, thus serves in a training position; assumes all duties of the President in the President's absence and provides assistance to other Board Directors.
 - C. Treasurer: The treasurer oversees and keeps full and accurate records of all financial affairs; and presents a financial report at every Board and General Membership meeting. The Treasurer, along with one other authorized Board member, signs all checks for authorized expenses.
 - D. Secretary: The secretary records and maintains the records of all ECNA meetings and makes those records available to any member

upon request; maintains copies of all legal papers, including Bylaws, articles of incorporation; maintains up-to-date membership records and contact information of the general membership.

3. Board Powers and Responsibilities: The Board is empowered to manage the routine business affairs of ECNA and create and change policies that benefit ECNA. They are responsible for the financial affairs of ECNA, including preparing a budget for the next fiscal year to be voted on at each Annual Meeting. They shall strive to conduct meetings utilizing the principles of Parliamentary Procedure. Robert's Rules of Order shall be a guide for resolving disputes or confusion.

4. Board Elections: Board members will be elected each year at the Annual Meeting. In advance of the meeting, the Board President shall select a Nominating Committee who will propose a slate to the General Membership at least ten (10) days prior to the Annual Meeting. Nominations for Board seats may also be made from the floor at the Annual Meeting. Election will be by simple majority of the General Membership present at the meeting.

5. Board Terms: A director's term is one year. A director may serve an unlimited number of consecutive or non-consecutive terms.

6. Suspension or Removal. A director may be removed only with cause by a simple majority vote of the Board. A director may be removed only after being given two months' notice and the opportunity to state their objection before the Board. Chronic absence from Board Meetings is grounds for removal. Resignations must be in writing.

7. Special Elections: In the event of a vacancy on the Board, the Board must maintain a minimum office (5) total members. Nominations to fill the vacancy must be approved by a simple majority of those attending a specially-called General Membership meeting.

Article IV: Meetings

1. General Membership Meetings will be held at least twice a year: the Annual Meeting plus at least one additional General Membership Meeting. The Board will set the date and location and notify the general membership at least ten (10) days prior. The meetings are open to residents and business owners within ECNA boundaries. Only paid members may vote at General Membership Meetings.

2. Board Meetings will be held at least quarterly and at such frequency and at such places as determined by the Board. Board meetings are open to residents and business owners within ECNA boundaries. A simple majority of Board members will constitute a quorum. Only Board members may vote.

3. An Annual Meeting will be held once a year within the date range of Oct 1-Dec 31. The date and place will be determined by the Board. The purpose will be to elect board members and conduct relevant membership business, including approval of the next year's budget. All paid ECNA members may vote as specified in Article III(5). Only under special circumstances, and with the approval of a simple majority of the full Board, can Annual Meeting votes include written and/or email votes.

Article V: Committees

1. Committees may be formed by the Board to research issues, to solve problems, make recommendations for ECNA action and to implement actions approved by the Board. A committee must have a defined purpose with expected outcomes.

2. A committee must be chaired by a paid member of ECNA, appointed by the President and approved by the Board. The committee chair, in collaboration with the President, will recruit paid members to the committee. The committee chair may determine the size of the committee and call the meetings.

3. The time, place and frequency of committee meetings will be determined by the chair. At the discretion of the chair, committee meetings may be closed in compliance with the Missouri Sunshine Law.

4. The committee will provide timely reports to the Board. The Board shall report committee findings to the general membership.

Article VI: Amendments

1. These Bylaws may be amended in whole, or in part, or repealed by a simple majority vote of the paid ECNA membership present at a General Membership meeting.

A. Proposed amendments must be presented in writing to all paid members of ECNA at least one (1) month prior to the vote.

B. Amendments that pass will be recorded at the end of the official Bylaws document, along with the date of when they passed.

- C. The Board will determine how often a review of the entire Bylaws will be done.

Article VII: Personal Liability

1. No member, Board member, or officer of ECNA can be held personally liable for any debt, liability or obligation of ECNA. Persons, corporations or other entities extending credit to, contracting with, or having any claim against ECNA may only look to the funds and property of ECNA for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from ECNA.

Article VIII: Dissolution

1. The ECNA, upon a vote of a simple majority of paid members at a General Membership Meeting, may be dissolved and its affairs concluded in compliance with Missouri statutes.
2. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Adopted _____