

THE WEST CENTRAL NEIGHBORHOOD ALLIANCE BY-LAWS

ARTICLE I - NAME

The name of the Corporation shall be the WEST CENTRAL NEIGHBORHOOD ALLIANCE OF SPRINGFIELD, MISSOURI (WCNA).

ARTICLE II - GEOGRAPHIC AREA

For purposes of identification, the geographic area is bordered by Kansas Expressway on the west, Chestnut Expressway on the north, Kimbrough Street on the east, and Grand Street on the South.

ARTICLE III - PURPOSES

The objectives and purposes of the Corporation are for the residents to join together to:

1. study and identify needs and goals of the neighborhood,
2. establish a non-profit organization that can provide a liaison between the neighborhood and other agencies in efforts to meet the needs and goals established by the association, and
3. preserve the historic significance of the neighborhood.

ARTICLE IV - MEMBERSHIP

Membership will be open to any individual, organization or other entity having an interest in the WCNA of Springfield, Missouri. Member registration information will be required by the Association. Each registered member will receive a copy of organizational communications. Membership requirements such as membership fees will be established prior to acceptance of these by-laws and revised periodically by the Board of Directors.

B. The General Assembly consists of all members of the organization and will determine the leadership and vision of the organization as a whole. The General Assembly will conduct a minimum of one regular meeting on a monthly basis. All meetings will be open to all persons at all times.

C. The time and place of the meetings of the General Assembly will be determined by the Board of Directors and will be announced to the membership.

D. Any member(s) of the General Assembly desiring a special meeting should contact a Board member. Special meetings of the General Assembly will be held upon recommendation of the President and approval of the Board of Directors. Special meetings of the General Assembly will be announced to the membership at least one week prior to the special meeting.

ARTICLE V - BOARD OF DIRECTORS

A. Board of Director Requirements

1. Any member of the General Assembly interested in serving on the Board of Directors shall submit an application to the Nominating Committee of their interest, which shall include acceptance of the Board expectations for service by January 1 each year.

2. A slate of Board members will be presented by the Nominating Committee to the Board of Directors at the February meeting of the Board. The slate of Board members will be presented to the General Assembly at the March meeting. The proposed Board members will be voted on by a simple majority of the current members in attendance.

3. Board members will serve a term of two years with no limit imposed on the number of terms an individual may serve.

4. The Board of Directors will consist of up to 12 members with staggered two-year terms.

B. The Board of Directors will meet a minimum of ten monthly meetings per year at a regularly scheduled time and place designated by the President, with notification to be given not less than one week prior to the meeting. A quorum of one-half of the Board will be required to conduct business either in person or via electronic communications with actions approved with a simple majority of Board members present. In person Board meetings of the Association will be open for observation to all persons of the General Assembly. The Board reserves the right to close Board meetings for topics permissible by State statutes with a two-thirds vote of the Board members present.

C. The Board of Directors will have the following duties and responsibilities:

1. As a representative body, the Board of Directors will strive to articulate the needs and goals of the neighborhood and community.

2. The Board will set policy and judge specific plans on the basis of organizational and economic feasibility.

3. The Board of Directors will be responsible for the financial affairs of the Association, including submission of a budget to the membership at the regular General Assembly meeting held in March.

4. Any member of the Board of Directors will be subject to recall upon the recommendation of a two-thirds majority of the members of the Board present and voting.

5. It will be the responsibility of any current Board officer or member to give written notice of intent to resign their membership of office from the Board and submit the resignation to the President or Vice-President of the Board.

6. Absence from three (3) consecutive regular monthly Board meetings constitutes grounds for dismissal following a Board review and majority vote of said Board.

ARTICLE VI - OFFICERS

At the regular April Board meeting, Board members will elect by a majority of those present and voting, the following officers with the following duties and responsibilities:

A. PRESIDENT

1. The primary responsibility of the President will be to serve as the chief executive officer of the organization.

2. The President will conduct the meetings of the Board of Directors and the General Assembly, will help enact plans which have been approved by the Board, and will initiate new ideas.

3. The President or appointed representative will serve as the primary spokesperson for the Association.

4. The President will serve as the primary intermediary between the General Assembly and the Board of Directors.

5. The President will serve a minimum of a two-year term with a maximum of three-years. The individual must then sit out at least one year of the Presidency before being eligible for another term as President.

B. VICE-PRESIDENT

(The Vice President will serve as Treasurer until the Association determines it necessary to establish a separate Treasurer position).

1. The Vice-President will conduct the meetings of the Association and the Board of Directors in the absence of the President.
2. The Vice-President will serve as a member and chair of the finance committee.
3. The Vice-President will serve as Parliamentarian for the General Assembly.

C. SECRETARY

1. The Secretary or an Assistant Secretary agreed upon by the Secretary or President will record the minutes of all meetings of the Association and the Board of Directors. Copies of the minutes will be submitted to the Board not more than ten days after the meeting itself and will be approved by the members at the beginning of their next meeting.

2. The Secretary will maintain the membership list of the organization. Information contained on the membership list will be used only for Association purposes. The membership list will be shared and maintained with the President.

D. TREASURER

(These responsibilities are assigned to the Vice-President until the Association determines it necessary to establish a separate Treasurer position).

1. The Treasurer will have experience in simple bookkeeping and will keep the records and accounts of the Association.
2. The Treasurer will record all expenses and income and will provide information on the finances of the organization as needed to the Association and the Board of Directors.
3. The Treasurer will assist in the formation of the annual budget.

E. EXECUTIVE COMMITTEE – The Executive Committee will consist of the current officers. The Executive Committee will meet as needed as convened by the President.

F. OFFICER REMOVAL – Association officers may be removed upon recommendation of a majority of the members of the Board present and voting. Association officers will be replaced by nomination of any member and approved by a majority of the members of the Association.

ARTICLE VII - COMMITTEES

All Committees necessary to the discharge of the functions of the Association shall be formed from volunteers or appointed by a joint decision of the President and the Committee Chairperson. Committee Chairs shall be appointed by the President and approved by the Board. Each Committee will endeavor to have no less than two (2) or no more than five (5) members.

Standing Committees of the General Assembly will be established as follows:

A. PLANNING AND FINANCE COMMITTEE - The Planning Committee will solicit and accept suggestions regarding needs and goals of individual residents and commercial members of the WCNA. All ideas and projects will be studied by the Planning Committee and the feasibility of said suggestions will be recommended to the Board of Directors for review.

B. COMMUNICATIONS COMMITTEE - The Communications Committee will create digital and printed communications for distribution to members and neighborhood stakeholders. This Committee will maintain contact between the Association and the members, media, public agencies and representatives.

C. SOCIAL COMMITTEE – This committee will coordinate social and community events for the Association.

D. HOUSING AND HISTORIC PRESERVATION COMMITTEE - This committee will develop an understanding of housing and building codes for the City of Springfield and assist in the development of restoration programs. This committee will research the history of the West Central Neighborhood and promote the findings.

E. BOARD DEVELOPMENT – The Board Development Committee will prepare and update a summary of expectations for Board service, maintain a balance of desired skills and experiences for Board composition, and coordinate the process of recommending prospective Board members who meet the outlined criteria.

E. Ad hoc committees of the Association will be formed as needed by the President and the Board of Directors.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

Rules of order for the conduct of meetings of the Association will be in accordance with Robert's Rules of Order.

ARTICLE IX - PROHIBITED ACTIVITIES

Loans shall not be contracted on behalf of the WCNA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these by-laws, the Association shall not carry on any activities not allowed:

A. by an Association exempt from Federal Income Tax under section 501(c) 3, and

B. by an Association, contributions to which are deductible under Section 170(c) 2 of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE X - ADOPTION OF CONSTITUTION

Adoption of this Constitution will require approval by two-thirds (2/3) of the Board of Directors and two-thirds (2/3) of those attending the founding of this organization.

ARTICLE XI - AMENDMENTS OF BY-LAWS

A. Any member of the Association may submit to the Board a suggested amendment or revision applicable to the Constitution and By-laws.

B. All amendments, revisions and additions to this Constitution will require at least thirty (30) days' notice prior to the Board meeting at which said proposal is to be considered. Approval would require two-thirds (2/3) of the Board of Directors to be submitted to the General Assembly. Final approval would require two-thirds (2/3) of all members present and voting at a regular meeting of the General Assembly of the Association.

ARTICLE XII - DISSOLUTION

A. The Association, upon the vote of not less than two-thirds of the Directors in office shall be dissolved and its affairs concluded in accordance with the term of the Missouri Non-Profit Association Act.

B. 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: