

AMENDED AND RESTATED  
BYLAWS

OF

UNION HILL NEIGHBORHOOD ASSOCIATION

January 10, 2018

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**I. Name**

The name of the organization is the Union Hill Neighborhood Association (the "Association").

**II. Territory**

The Union Hill Neighborhood Association (the "Association"), a Missouri not for profit corporation, serves the Union Hill neighborhood (the "Neighborhood") that is an area within the City of Kansas City, Missouri, bounded by Main Street on the West, Northwest by Grand Boulevard, thence along the Northern and Eastern boundaries of Union Cemetery to 29th Street on the Northeast, thence along 29th Street to Gillham Road, thence South along Gillham Road to 31st Street, thence West along 31st Street to Main Street.

**III. Purpose**

The Association is organized pursuant to the RSMO 355, the Missouri Nonprofit Corporation Act (the "Act") and exclusively for charitable, educational or scientific purposes, as may qualify it as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). More specifically, such purposes include, but are not limited to, the revitalization of the Neighborhood, including Neighborhood cleanup, beautification, painting and repair of deteriorated homes, particularly those of elderly and low income residents, removing and preventing physical blight, promoting self-help programs for residents, strengthening of the Neighborhood's social fabric, general Neighborhood improvement, and dealing with issues that have an impact on the quality of life within the Neighborhood.

**IV. Membership**

**A.** Membership in the Association shall be open to: (1) persons, for themselves or acting by and through one or more trusts, joint tenancies or tenancies by the entirety who: (a) own and have his, her or their primary residence in property within the Neighborhood (an "Owner-Occupant"); (b) do not own property in, but have his, her or their primary residence within the Neighborhood (a "Tenant"); and (2) entities that represent a lawfully operated business within the Neighborhood (a "Business Representative") which shall be either: (a) the owner of the majority interest in the entity represented by the Business Representative; or (b) such other person or entity who or which owns an interest in the entity and who or which is designated by the majority owner of the entity to serve as the Business Representative.

**B.** The Association's Board shall be vested with the authority to make inquiry into,

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determine and confirm the membership of any and all Owner-Occupants, Tenants, and Business Representatives purporting to be a member of the Association. The Board may, but is not required to, request documentary evidence to substantiate the membership of the purported member, the production of which may, at the discretion of the Board, be a prerequisite to allowing the vote, pursuant to Section IV below. The Association, through its Board, shall be authorized to rely upon the representation or documentary evidence of the purported member as dispositive of his, her, its or their status as a member. Such representation or documentary evidence may include, but shall not be limited to, verbal and written authorizations, statements, official records, utility receipts, driver's license, and bank records. Such authority shall be exercised by the Board reasonably and in good faith, in the sole discretion of the Board, and may be made without independent inquiry or investigation. The Board's determination and confirmation of membership shall be conclusive.

C. Any member may dispute and thereafter protest the confirmation of a purported member. The protest will be made to the Board, which will consider any evidence submitted and then determine whether the purported member is a member. If a protest occurs at a membership meeting at which a vote is to be taken, or if a member or purported member desires to appeal the determination of membership made by the Board, the protest will be submitted to the Association's membership which will consider any evidence submitted and then vote upon whether the purported member is a member. The purported member whose membership is protested may not vote in the vote involving such purported member's membership.

**V. Voting**

A. The right to vote at any meeting of the Association is vested only in members present at that meeting. No proxy voting shall be permitted.

B. Each parcel of property within the Neighborhood shall carry with it a single vote in the Association, and the Owner-Occupant, Tenant or Business Representative with membership attendant to such parcel of property shall be entitled to one vote each time a vote is taken; provided, however, no member, regardless of how many parcels of property or businesses in the Neighborhood the member may own or represent, shall be entitled to more than one vote each time a vote is taken. If there is more than one Tenant residing within a parcel, only one Tenant shall be entitled to cast a vote.

C. A member must be an Owner-Occupant to vote on: (1) changes to these Bylaws; and (2) any and all matters involving: (a) that certain Contract by and between Phoenix Redevelopment Corporation and Longfellow Community Association, Inc., dated November 19, 1979, as assigned to Union Hill Neighborhood Association on June 30, 1993, as amended from time to time (collectively, the "Neighborhood Contract") concerning a redevelopment plan for the Neighborhood, as amended from time to time (collectively, the "Redevelopment Plan"); (b) the Redevelopment Plan; and (c)

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development projects within the Neighborhood not addressed by the Neighborhood Contract or the Redevelopment Plan.

**VI. Dues**

Payment of dues shall neither be a condition to becoming or continuing to be a member nor to being eligible to vote. However, the Board may suggest and solicit from members and others, and the Association may collect and receive, membership fees (in such amounts and with such frequency as may be determined by the Board), voluntary contributions, and grants to fund the costs and expenses of the Association to: (a) perform in accordance with these Bylaws; (b) implement, monitor, and enforce the Contract and Redevelopment Plan, any and all amendments and assignments, thereof, and other development projects in the Neighborhood; and (c) otherwise act in the best interests of the Neighborhood.

**VII. Revocation of Membership**

A. The Board may: (1) revoke membership; or (2) refuse to confirm membership in the Association, for any of the following causes:

1. furnishing false information regarding membership or such purported or actual member's status as an Owner-Occupant, Tenant, or Business Representative;
2. displaying disruptive behavior during a meeting after receipt of two official warnings, as defined and set forth in Section XIV of these Bylaws. The two official warnings preceding the revocation of membership may be issued either at a single meeting or at separate meetings; or
3. refusal to provide the required information needed by the Board to confirm the purported or actual member's membership or type of membership in the Association, within thirty (30) days of written request of the President of the Association to provide such information to the President.

B. A member whose membership has been revoked may be prohibited from attending any subsequent meetings of the Association, and the Board may take such action as may be necessary to enforce this provision.

C. A member whose membership has been revoked in accordance with the terms of this provision may petition the Board for reinstatement after a period of six (6) months from the date of revocation, and may be reinstated upon a two-thirds vote of the Board and payment of the membership dues, if a membership dues are then a requirement of the Board for membership in the Association.

D. A purported member who or which is denied membership by the Board may seek reconsideration of the Board, at any time and from time to time.

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E. A member may seek the Board's reconsideration of such member's classification by the Board as an Owner-Occupant, Tenant, or Business Representative, at any time and from time to time.

**VIII. Board of Directors and Governance**

A. The Association shall be governed by a Board of Directors (the "Board") composed of eight (8) directors (individually, a "Director" and collectively, the "Directors") elected by the membership, in accordance with these Bylaws. The Board shall exercise reasonable efforts to identify one Tenant and one Business Representative candidate for the Board; provided, however, in no event shall the failure of the Board to include either or both a Tenant and Business Representative as Directors constitute a violation of these Bylaws. The remaining six (6) Directors will be Owner-Occupants and, if no Tenant and/or Business Representatives are available and qualified to serve as Directors, all eight (8) Directors of the Association may be Owner-Occupants.

B. The Board will have those powers allowed a board of directors under the Act, in addition to those powers provided in the Articles of Incorporation and these Bylaws.

C. The Board will hold meetings on a monthly basis, or with such frequency and at such times and places as the Directors decide.

D. Special meetings of the Board will be called by the President upon the President's initiative or the President's receipt of a written request signed by three (3) Directors; or, if the President determines an emergency exists, then notice by telephonic or electronic means to all members as far in advance as possible shall be allowed.

E. Written notice of a special Board meeting must be delivered to each Director at least three (3) days, but no more than thirty (30) days, prior to the date of the special Board meeting.

F. A majority of the Directors will constitute a quorum for purposes of transacting business at a Board meeting. The affirmative vote of a simple majority of the Directors present at a Board meeting at which a quorum is present will be necessary to approve any act or decision of the Board.

G. Board meetings shall be conducted in accordance with Roberts Rules of Order.

H. All Board meetings shall be open to any member.

I. Any Director: (i) who without good cause and when possible, prior notice, fails to attend three (3) consecutive regular Board meetings, or any five (5) regular Board meetings regardless of whether they are consecutive, within any twelve (12) consecutive months; or

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(ii) who otherwise fails to fulfill the duties of a Director, may, upon declaration of the Board, be expelled from the office of Director, and, in such event, the position will thereupon be vacant.

J. Any Director or Officer may be removed from the Board, by a majority vote of the Association.

K. No Director may receive fees or compensation for services performed as a Director; provided, however, such prohibition shall not prevent the payment to a Director for expenses incurred on behalf of the Association, with the approval of the Board.

L. In accordance with the Act, Revised Missouri Statutes Section 355.381.1, et seq., any action required or permitted to be taken at any regular or special meeting of the Board may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all the Board members. A written consent or consents may be set forth by electronic means, provided such written consent is provided to the Secretary within 24 hours or such other deadline provided in the notice soliciting such electronic written consent. Upon the Secretary's receipt and verification of all written consents approving the consent action, the consent action of the Directors is duly approved, and the electronic consent of each director shall be set forth in the Association's minute book. Regardless of whether or not the consent action is approved, the Secretary shall confirm whether the consent action has passed or failed, by email to all directors. The Board at its next ensuing meeting shall ratify any unanimous written consent made by email, and the minutes of the meeting will record the ratification.

**IX. Duties and Powers of the Board of Directors**

A. The property and the business of the Association shall be managed by the Board.

B. In addition to the powers and authority given the Board by law and elsewhere in these Bylaws, the Board is authorized to: purchase or otherwise acquire for the Association any property, right, or privilege, which the Association is authorized to acquire at such price or consideration, and upon such terms, as the Board deems expedient; hire, appoint, contract with, remove, terminate, or suspend, employees, agents and suppliers of goods and services, and determine their duties and obligations and set their salaries or compensation; determine who will be authorized, on behalf of the Association, to sign bills, notices, receipts, acceptance, endorsements, checks, releases, and any other instruments; delegate any of the powers of the Board to any standing committees, special committees, or any office or agent of the Association, with such powers as the Board may deem fit to grant; establish membership fees; and generally do all lawful acts and things that are not by the law or by these Bylaws directed or required to be done by the members of the Association.

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C. The Board shall develop a budget that will be presented to the membership for its approval at the January membership meeting. In the event an expenditure of the Association shall exceed by \$2,500 the amount set forth for such expenditure in the approved budget, the proposal for such expenditure shall be approved by the membership. The Board shall have the authority, in the normal course, to approve routine amendments to the budget to include previously unbudgeted expenditures.

**X. Officers**

A. The officers of the Association will be President, Vice-President, Secretary and Treasurer, all elected by and from the Directors for a term of one (1) year.

B. At any time, an officer may be removed from office by the Board, with or without cause.

**XI. Duties of Officers**

A. The President will: be the Chief Executive Officer of the Association; preside at all meetings of the membership and the Board; have general and active management of the business of the Association; see that all orders and resolutions of the Board of Directors and the membership are carried out; submit a report of the operations of the Association for the prior fiscal year to the Board and the membership at the January quarterly meeting of the Association; from time to time, report to the Board all matters that may affect the Association; be an ex-officio member of all standing and other committees; appoint and remove, except as otherwise provided in these Bylaws, all committee chairpersons; appoint and remove, except as otherwise provided in these Bylaws, representatives of the Association to serve on outside committees and boards when such positions are reserved or designated by other organizations for a representative of the Association or from the Neighborhood; be responsible for planning and programming for membership meetings; coordinate and give counsel for all special event programs undertaken by the Association; have such other duties as may be determined from time to time by the Board; and have the powers, duties and management usually vested in the office of president of a corporation.

B. The Vice-president will: be vested with all the powers and shall perform all the duties of the President during the absence or at the direction of the President.

C. The Secretary will: attend, act as the clerk of, take and record minutes of proceedings of, and count and record votes, at all Board and all membership meetings; instruct, assist and consult committee chairpersons and other members on the correct and proper method(s) of keeping the Association's records; send or cause to be distributed notices of all Board meetings to the Directors and notices of all membership meetings to members; be custodian of any Corporate Seal the Association obtains, and of all the books and records of the Association, other than those kept by the Treasurer, including the Articles of Incorporation and these Bylaws, and timely keep all of the same updated and in

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a safe and orderly manner; and assume the duties and powers of the President during the absence of both the President and the Vice president.

D. The Treasurer, under the direction of the Board, will: maintain custody of the Association's funds; pay all legitimate debts incurred by the Association; compile and present to the Board financial statements as required and the Association's Annual Budget; be responsible for the filing of necessary federal, state and local reports pertaining to the Association's financial activities; and assume the duties and powers of the President in the absence of the other officers. At the direction of the President, a Director other than the Treasurer may be authorized to sign checks, writings, and other documents as is necessary and appropriate for the business of the Association.

**XII. Nominations, Election, and Term of Office.**

A. Elections of Directors will be held at the January membership meeting.

B. A nominating committee will present to the membership a slate of nominations for the Directors. An opportunity will be given for nominations from the floor of the meeting.

C. Only members who have consented to serve if elected will be eligible for nomination from the floor of the meeting.

D. The nominees receiving the largest number of votes cast will be duly elected to the positions of Director.

E. Directors shall serve two (2) year terms commencing upon the date of the election. Four (4) Directors shall be elected in even-numbered years and four (4) Directors shall be elected in odd-numbered years. Any Director may serve successive, consecutive terms on the Board and as an Officer

F. In the event the office of a Director becomes vacant, the Board will nominate, and the membership will elect, a replacement to serve the remainder of the vacated Board members' term. Such election shall occur at the next regular membership meeting scheduled following notice to the Board of the actual or contemplated vacation, or at a special membership meeting called for the purpose of such election.

G. Voting will be by secret ballot.

H. If a vote to elect a Director is cast for each individual Director, each member will be entitled to one (1) vote for each Director position to be filled. If the proposed Directors are presented to the membership on a slate, each member will be entitled to cast one vote for the slate of directors.

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**XIII. Committees**

- A. A nominating committee may be appointed by the President and approved by the Board at the October regular Board meeting. The committee will be composed of at least three (3) members, two of whom must be Directors who will not be standing for election. The committee will select its own chairperson.
- B. There may be such other standing and ad hoc committees as from time to time determined necessary by the President or the Board.
- C. Representatives of the Association may serve on outside committees and boards when such positions are reserved or designated by other organizations for a representative of the Association or from the Neighborhood.
- D. All committee chairpersons, except the chair of the nominating committee, and all representatives of the Association who serve on outside committees and boards, will be appointed by the President and may be removed by the President or the Board.
- E. The President may convene an executive committee composed of the officers and/or the chairpersons of any or all committees and any other member to expedite dealing with the Association's business. Actions of the executive committee are subject to approval of the Board.

**XIV. Meetings**

- A. The Association will hold quarterly membership meetings during each January, April, July and October or at such other times as may be approved by the Association or the Board.
- B. Special meetings of the membership: (1) may be called by the President; (2) shall be called by the President upon receipt by the President of a written request signed by: (a) a majority of the Directors; or (b) fifteen percent (15%) or more of the voting members.
- C. Written notice of a special membership meeting must be distributed: (1) to the members, at least five (5) days, but no more than thirty (30) days, prior to the date of the special meeting; and (2) no later than five (5) days following receipt by the President of a written request provided pursuant to Section XIV.B(2) above. The purpose or purposes for the special meeting must be stated in the notice distributed.
- D. A quorum for purposes of transacting business at a membership meeting will be five percent (5%) of the voting membership. The affirmative vote of a simple majority of the members present at a membership meeting at which a quorum is present will be necessary to approve any act or decision of the membership.

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E. Individual remarks from the floor on items for discussion or debate will be limited to five (5) minutes per member or non-member, as timed by the presiding officer or his/her designee. Presentations by guest speakers will not be subject to this limitation; however, the presiding officer may, at his or her discretion, request that the guest speaker conclude his or her remarks in order to expedite meetings or if the speaker is disrupting the meeting as defined below.

F. Disruptive behavior by any person in attendance at any meeting is not permitted.

G. Disruptive behavior will result in issuance of an official warning to the individual displaying such behavior, upon motion of the presiding officer and the affirmative vote of a majority of the Directors present at the meeting. Continuation of disruptive behavior at a meeting by an individual after being issued an official warning will result in the individual being ejected and barred from the meeting, upon motion of the presiding officer and the affirmative vote of a majority of the Directors present at the meeting.

H. If, after receipt of two (2) official disruptive behavior warnings or receipt of one (1) such warning and once being ejected from a meeting for disruptive behavior, an individual again displays disruptive behavior at the same or any subsequent meeting, his/her membership or right to represent a business may be revoked in accordance with Section VII of these Bylaws or, if the disruptive individual is not a member, the Board may take such action as may be deemed necessary to eject the individual from the meeting and bar the individual from future meetings.

I. The term "Disruptive behavior" for the purposes of this section, includes, but is not limited to, shouting at and/or interrupting the presiding officer or a speaker who has the floor, making personally threatening or insulting remarks to others present at the meeting, failing to yield the floor upon expiration of allotted time for remarks, use of profanity, racist, sexist or other derogatory epithets, and other similar behavior.

## **XV. Funds**

A. The fiscal year of the Association will run from January 1 to December 31.

B. The accounting for funds of the Association will conform to generally accepted accounting principles for similar type organizations. The books of the Association will be closed and summarized annually, at the request of the membership.

C. Funds received by the Association or its agents shall: (1) never be commingled with funds, monies or accounts of any other person or entity; (2) be under the direction of, and be safeguarded with reasonable prudent care by, the Treasurer; and (3) be held only in financial institutions having depository insurance coverage with appropriate United States governmental agencies.

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D. Disbursements of the Association's funds shall: (1) not exceed amounts specified in budgets approved by the Board, except as authorized by these Bylaws; (2) not be made in a single amount or in a series of related disbursements that exceed(s) Five Hundred and No/100s Dollars (\$500.00), unless they are approved by the Board; (3) be only from the time or demand deposit accounts held in the Association's name and approved by the Board; and (4) be made only with the use of proper bank drafts signed by: (a) the Treasurer; (b) the President; or (c) if neither the Treasurer nor the President is unavailable, by any other officer of the Association. In addition to the foregoing, the President may designate another Member of the Board to sign bank drafts, provided that notice of such designation is provided to all of the Board. Notice of each draft of the Association, regardless of drafter, shall be provided to the Board.

E. All funds of the Association will be used only for legal purposes of the Association, in accordance with these Bylaws. No officer, director or member shall violate this provision and, in the event such officer, director or member is proven to have willfully violated this provision, such officer, director or member shall be civilly liable to the Association for any damages, loss or claims to the Association arising out of or related to such violation, including, but not limited to, reasonable attorney and investigatory fees. In the event of a violation of this Section, the Association may pursue any and all it may have, at law or in equity, against the member so violating this provision.

## **XVI. Property and Contracts**

All instruments binding upon the Association will be executed by the President or, in the absence of the President, by the Vice President. No instrument or obligation involving amounts exceeding Five Hundred and No/100s Dollars (\$500.00) will be binding upon the Association, unless they are approved by the Board. No purchase, exchange, mortgage or sale of real estate for, by or of the Association will be made except by resolution adopted by six (6) Directors at any Board meeting.

## **XVII. Annual Report**

The Board will prepare and publish an annual report covering important activities within the boundaries of the Neighborhood, activities deemed important by the Board in its sole discretion, including reports from the major committees, and an annual Treasurer's report. The Treasurer's report may include, but shall not be limited to, income, disbursements and ending balances in major categories consistent with sound accounting practices, covering the preceding calendar year. The annual report shall be made available by the Treasurer to the Board so it may be presented to the President to the Association no later than the regular April membership meeting. Subject to approval of the Board, the annual report of the Treasurer may be disclosed to non-members, provided that such disclosure is in the best interests of the Association.

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**XVIII. Amendments**

A. Any proposed amendment to these Bylaws must be in writing and must be included in the notice of the membership meeting at which the amendment is to be considered or voted upon. Such notice must be distributed to the Association at least five (5) days, but no more than forty-five (45) days, prior to the date of the meeting, and must set forth the entire text of the proposed amendment and the language it will replace. Notice and distribution pursuant to this Section may be made by written or electronic means.

B. The affirmative vote of two-thirds (66 2/3%) of the Owner-Occupant members present at a membership meeting will be required for preliminary approval of the amendment.

C. The affirmative vote of two-thirds (66 2/3%) of the Owner-Occupant members present at a membership meeting held at least fourteen (14) days after preliminary approval of the amendment will be required for final approval of the amendment. The wording of the amendment finally approved must be substantially the same as the wording of the amendment preliminarily approved.

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