



HPNA Bylaws

Revised January 2004

ARTICLE I – NAME

Section A: The name of this organization shall be the Hyde Park Neighborhood Association, Inc., hereafter referred to as the “Association.”

ARTICLE II – PURPOSE

Section A: The purpose of the Association shall be to improve the quality of life of those persons living, working, or attending institutions within Hyde Park. This purpose shall be promoted by, but not limited to, communications, meetings, conferences and workshops, special projects, leadership development, etc. Special focus shall be made to preserve the historical residential character of Hyde Park.

Section B: The boundaries of this Association shall be 31st Street on the north; 47th St. on the south; Troost Avenue on the east; and, Gillham (to Brush Creek Boulevard). These boundaries shall extend to the midpoint of 31st Street, 47th Street, Troost Avenue, and southbound Gillham.

ARTICLE III: MEMBERSHIP

Section A: Eligibility.

There shall be three (3) classes of membership in the Association — Nonvoting, Voting, and Special. All eligibility shall comply with Article XIV – Nondiscrimination.

(1) Nonvoting members shall be all persons of eighteen (18) years of age or over, who are residents of, or who operate a business or institution in the area described in Article II, Section B.

(2) Voting members shall be those persons of eighteen (18) years of age or over, who are residents of, or who operate a business or institution in the area described in Article II, Section B, who have paid their annual dues.

(3) Special members shall be open to any individual, corporation, partnership, institution, organization, school, and government body with an interest in advancing the purposes, mission and vision of Hyde Park Neighborhood.

Section B: Requirements.

Any individual, corporation, partnership, institution, organization, school, and government body may become either a voting or a special member by filing with the Treasurer of the Association an application for membership and by paying an initial membership fee to be determined by the Board of Directors. To remain a voting or special member in good standing requires payment of annual dues.

Section C: Privileges.

(1) Each voting member in good standing, and only voting members in good standing, shall be entitled to participate in the business meetings of the Association and shall be entitled to one (1) vote on each matter that comes before the meeting. Offices may be held only by voting members who are in good standing.

(2) Special members shall be entitled to privileges as set from time to time by the Board of Directors.

Section D: Categories and Time Period.

The membership categories of the Association and the time period of those categories shall be set from time to time by the Board of Directors.

Section E: Dues.

The dues of the various categories of membership shall be set from time to time by the Board of Directors.

Section F: Voting

(1) Voting Privileges. Each voting member, regardless of membership category, who according to the membership roll of the Association is in good standing thirty (30) days prior to the meeting, shall be entitled to vote.

(2) Proxy. A member may not vote by proxy.

(3) Quorum. The presence of twenty (20) voting members represented in person shall constitute a quorum.

(4) Majority. The vote of the majority of the votes entitled to be cast by the voting members present at the meeting at which there is a quorum shall be necessary for the adoption of any matter voted upon by the members unless specific requirements are noted elsewhere in the by-laws by article and/or section.

ARTICLE IV – BOARD OF DIRECTORS & ELECTIONS

Section A: The Board of Directors of the Association shall be comprised of Executive Directors and Area Directors. The Executive Directors shall include a President, a First Vice President, a Second Vice President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Historian. The Area Directors of the Association shall include two directors from North Hyde Park (north of Armour Boulevard), two directors from Central Hyde Park (south of Armour Boulevard and north of 39th Street), and two directors from South Hyde Park (south of 39th Street).

Section B: The Executive Directors and Area Directors shall be elected at the annual meeting, by a majority vote of the voting members who are present and voting.

Section C: The Board of Directors shall be elected for two-year terms. No member shall serve more than two successive full terms as an Executive Director and two successive full terms as an Area Director, or a total of six successive years on the Board (not counting partial terms). In no event shall a member serve more than three successive full terms.

Section D: All members of the Board shall reside within the area described in Article II, Section B and shall be voting members of the Association, and shall attend all board, regular meetings of the Association and shall be deemed a “good steward” of the community. The immediate past president shall serve in an ex-officio, nonvoting capacity for a term of one year following his or her term of office.

Section E: The duties of the Board of Directors shall be:

- (1) to transact necessary business in the interval between meetings of the Association, and such other business as may be referred to it by the Association;
- (2) to approve the plans and work of the Association committees;
- (3) to present a regular report at the meetings of the Association;
- (4) to prepare and submit to the voting members of the Association for their approval at the November meeting an annual budget for the next fiscal year;
- (5) to approve routine bills within the limits of the budget;
- (6) to prepare the agenda for the regular meetings of the Association; and
- (7) to strive to provide representation for all members.

Section F: Regular meetings of the Board of Directors shall be held monthly, the time to be fixed by the Board. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board, provided that five (5) days advance notice is given to all officers and directors, elected or appointed, and ex-officio.

Section G: The presence of seven (7) Board Members shall constitute a quorum for the transaction of business at any called or scheduled board meeting.

Section H: There shall be a Nominating Committee composed of five (5) voting members of the Association, who shall be elected by the voting members at the regular July meeting. At least two members of the Nominating Committee shall be current Board members. At least one member shall reside in North Hyde Park, at least one member shall reside in Central Hyde Park, and at least one member shall reside in South Hyde Park. The Nominating Committee shall elect its chairperson.

Section I: The Nominating Committee shall nominate at least one (1) eligible person for each directorship to be filled, and shall report the names of its nominees at the annual meeting. Additional nominations may be made from the floor at the annual meeting. The month preceding the annual meeting, the report of the Nominating Committee shall be published in the Association's newsletter.

Section J: Only those persons who are voting members and who have signified their willingness to serve, if elected, shall be nominated for or elected to any directorship of the Association.

Section K: An officer or director may be removed, for cause, by the voting members. A director who misses three (3) consecutive bi-monthly meetings of the Association, or misses three (3) consecutive monthly meetings of the Board of Directors, or a total of 4 unexcused absences, will forfeit his or her office and a vacancy will be declared. The Board shall nominate a person to fill the vacancy at the next regular meeting of the Association. Nominations may be made from the floor.

Section L: A Board member or committee chairperson, electing to resign his or her elected or appointed position, shall present a written resignation to the Board for action by the Board at the next meeting of the Board. The Board shall nominate a person to fill the vacancy at the next regular meeting of the Association. Nominations may be made from the floor.

ARTICLE V – DUTIES OF DIRECTORS

Section A: The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the Association and of the Board of Directors, at which he/she may be present. The President shall sign contracts, conveyances, and instruments in the name of the Association, after prior authorization by the Board of Directors. He/she shall perform such other duties as may be prescribed in these by-laws or be assigned by the Association; and, shall coordinate the work of the directors of the Association.

Section B: The First Vice President shall perform the duties of the President in his/her absence or disability, call meetings, and provide notices and agendas. The First Vice President shall provide the programs at each regular meeting of the Association.

Section C: The Second Vice President shall perform the duties of the President in the absence or disability of both the President and the First Vice President. In addition, the Second Vice President shall monitor, coordinate, and oversee the activities of all Neighborhood Committee Chairs, including reporting on committee activities to the Board and serving as Board representative to the Festival Committee.

Section D: The Recording Secretary shall record the minutes of the meetings of the Association and the Board of Directors, and shall have the minutes typed and available prior to the next regular meeting of the Association. He/she shall also keep a record of the persons in attendance at such meetings; maintain custody of the minutes of all prior meetings of the Association and the Board of Directors; file the Association's annual report with the Missouri Secretary of State; and serve as Teller in all elections of the Association.

Section E: The Corresponding Secretary shall draft and mail correspondence of the Association, pick up and respond to telephone messages on the Association's answering machine, and maintain correspondence files and all documents of the Board of Directors. Some duties may be delegated at the direction of the Corresponding Secretary and approved by majority vote of the Board of Directors.

Section F: The Treasurer shall have custody of all funds of the Association. He/she shall keep a full and accurate account of the receipts and expenditures of the Association; shall make disbursements in accordance with the approved budget or budgeted items as authorized by the Association and as directed by the Board of Directors; shall present a written financial statement, in a format as described by the Board, at every regular meeting of the Association and at other times when requested by the Board of Directors; and, shall make a full written report at the annual meeting. The Treasurer and either the President or the First Vice President shall sign all checks and notes in the name of the Association. The Treasurer shall oversee the membership committee which maintains the roster of the membership of the Association.

The Treasurer shall keep all regular accounts which shall be open at all times to inspection by any member of the Association. These accounts shall be examined annually by the Auditing Committee.

The Treasurer shall also keep all special accounts (including the Festival account), which shall be open at all times to inspection by any member of the Association.

The Treasurer shall draft a proposed annual budget for the Association and present the proposed budget to the Board at its September meeting. The Board shall approve a proposed budget at its October meeting, for publication in the November Hyde Parker.

The Treasurer shall maintain and present any changes to the Financial Policies and Procedures document. Presentation of any changes shall be made to the board during the next monthly or specially called board meeting. The board shall approve the document by majority vote and any changes are effective upon adoption.

Section G: The Historian shall keep an accurate record of the history of the Association and the area defined in Article III, Section B. He/she shall maintain an archive of newspaper and other written accounts of the neighborhood, the records of the Association, and related materials. The Historian shall serve as liaison between the Association and the Kansas City, Missouri, Landmarks Commission, the Historic Kansas City Foundation, and other similar agencies and institutions concerned with the history of the Hyde Park Neighborhood and this Association. The Historian shall also be responsible for researching and writing the histories of all houses on the annual Hyde Park Festival. **Section H:** The Area Directors shall be responsible to serve as Board liaisons to their respective geographic areas of the Association. The Area Directors shall serve as members of the membership committee, shall maintain a system of block representatives, and shall distribute “welcome baskets” to new residents.

ARTICLE VI – MEETINGS

Section A: Regular meetings of the Association shall be held at least bi-monthly. Ten days notice shall be given prior to each meeting. The time and place of the regular meeting shall be set by the voting members of the Association.

Section B: Special meetings of the Association may be called by the Board of Directors, or by a petition of thirty (30) voting members, providing that ten (10) days advance notice is given to each voting member of the Association.

Section C: The annual meeting of the Association shall be in November.

Section D: The presence of twenty (20) voting members of the Association shall constitute a quorum for the transaction of business at any regular meeting of the Association, or at a meeting called under the provisions of Article VI, Section B above, with the following exceptions:

- (1) Approval of any unbudgeted expenditure in the amount of \$1,000 or more, shall require the presence of twenty (20) voting members of the Association.
- (2) Approval of the Annual Budget for this Association shall require the presence of twenty (20) voting members of the Association.
- (3) Amendment of the By-laws of this Association shall require the presence of twenty (20) voting members of the Association.

ARTICLE VII: FINANCE

Section A: Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section B: Budget.

- (1) The Board of Directors shall appropriate funds for the operations of the Association as directed in the budget that the voting members approve at the annual meeting.

(2) Appropriations in the amount of \$1,000 or more or projects with total expenditures of \$1,000 or more that are not in the voting member approved budget shall require a budget amendment.

(3) Amendments to the approved budget shall be made:

- (a) with Board of Director recommendation;
- (b) notification of the proposed budget amendment to the voting members; and
- (c) approval by voting members at a regular or special meeting.

Section C: Audit. There shall be an annual audit of the Association accounts.

(1) The audit shall be performed by an Audit Committee comprised of not less than three (3) voting members of the Association who are elected by the Board of Directors at their regular January meeting.

(2) The names of the members of the Audit Committee shall be published in the February issue of the Hyde Parker.

(3) The annual audit shall be completed for the immediate past fiscal year by the March Board of Directors meeting.

(4) A written audit report shall be presented at the March meetings of the Board of Directors and the subsequent regular bi-monthly meeting of the Association.

Section D: Employees. No compensation for full- or part-time employees shall be paid out of Association revenues without prior approval of the voting members.

Section E: Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section F: Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section G: Checks and Drafts. All checks, drafts, and other orders for the payment of money, notes, and other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section H: Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section I: Indemnification. Each person who was or is a Director or Officer of the Association shall be indemnified by the Association as a matter of right to the full extent permitted by law against any liability, judgment, fine, settlement, costs, expense (including attorney fees) incurred by such person in his/her capacity as a Director or Officer of this Association. No person shall be liable to the Association for any loss, damage, liability, or expense suffered by it on account of any action taken or omitted to be taken in such capacity at the request of the Association if that person: (i) exercised the same degree of care as a prudent person would have in the exercise of their own affairs or (ii) took or omitted to take

such action in reliance upon advice of counsel of the Association or upon statements of Directors, Officers, or employees of the Association which the Director, Officers, or employees had no reasonable grounds to disbelieve.

ARTICLE VIII – COMMITTEES

Section A: The Board of Directors of the Association may create such committees and appoint such chairpersons as may be necessary to carry on the work of the Association. The term of each chairperson shall be from the time of his/her appointment to the next annual meeting, or until the committee is dissolved, whichever comes first.

Section B: The chairperson of each committee shall present a plan of work to the Board of Directors for approval at the January or February meeting of the Board of Directors, as determined by the Board. This plan of work may be approved by the Board of Directors; or, at the Board's discretion, submitted to the voting members of the Association for approval. No committee work shall be undertaken without the consent of the Board. The chairperson of each committee shall provide a written progress report for each monthly meeting of the Board of Directors.

Section C: The President shall serve as an ex-officio member of all committees. However, the President shall not be a member of the Auditing or the Nominating Committee.

Section D: A chairperson of a committee may be removed by majority vote of the Board of Directors.

ARTICLE IX- ZONING AND CODES ENFORCEMENT

Section A: The Association shall support compliance with current zoning ordinances and City codes in all cases before administrative bodies, unless the majority of "Nearby Neighbors" expressly disapproved.

The term "Nearby Neighbors" is defined as those real property owners whose property is located within 185 feet of the lot line boundaries of the property in question for zoning or codes enforcement purposes.

Section B: The Association will not, under any circumstances, initiate or encourage complaints with respect to zoning violations, unless the majority of "Nearby Neighbors" expressly approve, and unless two (2) of the following conditions exist with respect to the property in question, i.e., (1) absentee ownership; (2) numerous building code and/or zoning ordinance violations; and (3) no evidence of [future] intent to comply with zoning ordinances, building codes, and/or property maintenance ordinances of the City.

Section C: The Association will seek compliance with current zoning ordinances and City codes in all cases where property that is not in compliance with current City ordinances has been sold or otherwise transferred, or is about to be sold or otherwise transferred.

ARTICLE X – CONFLICT OF INTEREST

Section A: The Association may employ such full or part-time employees as are needed to carry out the activities of the Association, provided however, that any contract for such employment shall require the majority vote of the Board of Directors and the Association in advance of such employment.

ARTICLE XI – EMPLOYEES

Section A: The Association may employ such full or part-time employees as are needed to carry out the activities of the Association, provided however, that any contract for such employment shall require the majority vote of the Board of Directors and the Association in advance of such employment.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Section A: In the conduct of all business of the Association, the Parliamentary Authority shall be the Robert’s Rules of Order, Newly Revised.

ARTICLE XIII – NON-DISCRIMINATION

Section A: The Association shall not discriminate on the basis of color, creed, national origin, race, religion, age, disability, sex, marital status, sexual orientation, or receipt of public assistance.

ARTICLE XIV – AMENDMENTS

Section A: These by-laws shall become effective immediately upon approval of the simple majority of Association voting members present, and may be amended in the following manner:

- (1) At least ten (10) days’ written notice to voting members shall be given before any regular meeting at which proposed amendments may be introduced;
- (2) The proposed amendments shall be introduced in writing at a regular meeting of the voting members of the Association;
- (3) If seconded, the proposed amendment/s shall be presented for consideration at the next regular meeting of the Association.