

ROCKHILL GARDENS NEIGHBORHOOD ASSOCIATION BYLAWS
Last amended 3/10/2010

ARTICLE I

Section 1. NAME. The name shall be the Rockhill Gardens Neighborhood Association

Section 2. BOUNDARIES. The geographic boundaries of the Rockhill Gardens Neighborhood Association shall be as follows:

- NORTH: Gregory Boulevard between Oak and Holmes
73rd Street between Holmes and Troost
- SOUTH: 75th Street
- EAST: Troost between 75th and 73rd Streets
Holmes between Gregory and 73rd Streets
- WEST: Oak Street

ARTICLE II

Section 1. GOALS. The goals of the Association are:

- To improve the quality of life in the neighborhood
- To market the neighborhood and increase property values
- To serve as the information/education vehicle for the neighborhood
- To serve as a social/community building organization
- To involve businesses in neighborhood activities
- To utilize government programs to improve properties and the neighborhood
- To take an active role in improving security in the neighborhood

ARTICLE III

Section 1. MEMBERSHIP. Membership shall be open to any person who is committed to the betterment of the Rockhill Gardens neighborhood.

Section 2. DUES. Annual membership dues shall be thirty-five dollars (\$35.00) per residence per year. The Association fiscal year runs from June 1 through May 31. Dues are non-refundable. Exception to dues requirements will be considered by the Board of Directors in hardship cases.

Section 3. VOTING. Each member household within the boundaries of Rockhill Gardens is entitled to one vote and one vote only. Proxy votes shall be permitted in a manner authorized by the Board of Directors.

ARTICLE IV

Section 1. OFFICERS. The officers shall be President, Director of Communications, Director of Finance, Director of Marketing, Director of Public Relations and Development, Director of Crime Prevention, Director of Property Maintenance, Director of Membership, Director of Events and Director of Special Needs. One of the above positions shall serve as Vice-President and shall be elected by the Board of Directors.

Section 2. ELECTIONS. The officers shall be elected by majority vote of those present at the annual meeting who are eligible to vote. The officers so elected shall serve for a period of one year commencing on April 1 and may succeed themselves.

Section 3. COMPENSATION. The officers shall not be compensated for services rendered to the Association.

Section 4. VACANCIES. A vacancy in any office because of death, removal, or otherwise, will be filled by a special election of the general membership. Such an election should be held within one month of the vacancy. Interim officers may be appointed by the President, subject to approval by the Board of Directors.

Section 5. DUTIES

President. The President shall (1) be the principle executive officer of the Association and, subject to the control of the membership, in general, supervise and control all of the business and affairs of the Association; (2) when present, preside at all meetings of the membership; (3) sign, with the Vice-President or any other proper officer of the Association thereunto authorized by the membership, any deeds, bonds, contracts, or other instruments which the membership has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the membership or by these bylaws to some other officer or agent of the Association, signed or executed; (4) represent the Association at meetings and function outside the Association which might prove beneficial an education to the Association; and (5) in general, perform all duties as may be prescribed by the membership from time to time.

Vice-President. In the absence of the President, the Vice-President shall (1) perform the duties of the President, and when so acting, have all the powers and be subject to all the restrictions upon the President; (2) along with the President, represent the Association at meetings and function outside the Association which might prove beneficial and educational to the Association; and (3) in general, perform all of the duties as from time to time may be assigned by the President or by the membership. The Vice-President is elected by the Board from the other positions on the Board.

Director of Communications. The Director of Communications shall (1) serve as Secretary of the Corporation; (2) keep the minutes of the proceedings of the membership in one or more books provided for that purpose; (3) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (4) take care of all general correspondence, draft news releases and any other written materials necessary for Association business; (5) Be responsible for the Association newsletter; (6) chair a committee to ensure prompt distribution of the newsletter; (7) maintain the corporate seal; (8) maintain a current and complete copy of the bylaws of the Association; and (9) in general,

perform all of the duties as from time to time may be assigned by the President or membership.

Director of Finance. The Director of Finance shall (1) have charge and custody of and be responsible for all funds and securities of the Association; (2) in conjunction with at least one other board member, receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provision of these bylaws; (3) cause to be taken and preserved proper vouchers for all monies disbursed; (4) cause to be kept at the principle office of the Association correct books of account of all its business and transactions; (5) render to the President or the membership, at each regular business meeting, or whenever requested, an account of the financial condition of the Association and of the transactions of the Director of Finance; (6) require from the officers, or agents of the Association, reports or statements giving such information with respect to any and all financial transactions of the Association; (7) keep the official registry of names and addresses of each Association member; (8) coordinate, with the Director of Membership, fund-raising activities; (9) be responsible for maintaining the status of the Association as a non-profit Missouri corporation; (10) be bonded by the Association; and (11) in general, perform all the duties as from time to time may be assigned by the President or membership.

Director of Marketing. The Director of Marketing shall (1) be responsible for promoting the Association to the neighborhood and its residents and to the general public and other organization; (2) market the Rockhill Gardens neighborhood to area Realtors and potential home buyers; (3) create vehicles for marketing the Association (e.g., T-shirts, banners, brochures, open houses, etc.); (4) chair a fund-raising committee to ensure the Association's financial strength; and (5) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

Director of Public Affairs and Development. The Director of Public Affairs and Development shall (1) serve as a liaison between the Association and appropriate government agencies, boards, and committees; (2) serve as a liaison between the Association and other neighborhood associations; (3) chair a committee to encourage voter registration; and (4) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

Director of Membership. The Director of Membership shall (1) chair a membership committee to contact and inform new residents of the Rockhill Gardens Neighborhood Association and solicit involvement; (2) assist other directors in identifying volunteers for various projects; (3) notify membership of meetings and special events in a timely manner; (4) prepare and publish a neighborhood directory; and (5) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

Director of Events. The Director of Events shall (1) chair a committee to develop and promote social events for the membership and work with the Director of Marketing to publicize these events; (2) assist the President in organizing the agenda for membership meetings and coordinating all general membership meetings; and (3) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

Director of Crime Prevention. The Director of Crime Prevention shall (1) be responsible for the Association’s crime prevention activities; (2) serve as the block watch coordinator and assist in forming block watches; (3) chair a crime prevention committee to serve as a liaison to residents regarding issues; and (5) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

Director of Special Needs. The Director of Special Needs shall (1) serve as an advocate for residents of our neighborhood with special needs; (2) identify concerns of such persons and serve as a referral source for existing programs; (3) identify gaps in services and work with the Board and membership in creating programs to assist those with special needs; (4) chair a special needs committee; and (5) in general, perform all of the duties as from time to time may be assigned by the President or by the membership.

Section 6. **Ex-OFFICIO OFFICERS.** Upon completion of their term, Board Members will become ex-officio officers (non-voting) for a period of one (1) year, serving in an advisory capacity to the Association. The Board of Directors, upon a majority vote, may also elect to the Board of Directors, ex-officio officers (e.g., architects, attorneys, etc.).

ARTICLE V

Section 1. **CONTRACTS.** The membership 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 the behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. **LOANS.** No loans shall be contracted on behalf of the membership and no evidences of indebtedness shall be issued in its name.

Section 3. **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the membership. The President may authorize any expenditures under \$100. Any expenditure of \$100 or higher will need to be authorized by a majority vote of the full Board. Any expenditure of more than \$1,000 or 50% of the then existing

corporate funds, whichever is less, may be authorized only upon notice to and approval by the general membership.

ARTICLE VI

- Section 1. **BOARD OF DIRECTORS.** The Board of Directors shall be composed of the officers of the Association.
- Section 2. **POWERS.** The business and affairs of the Association shall be managed by its Board of Directors.
- Section 3. **ELECTION OF OFFICERS.** Officers of the Association shall be elected at the first general membership meeting. Thereafter, elections will take place at the annual March membership meeting. The Board of Directors shall appoint, no later than 60 days before the March membership meeting, an election committee to establish standardized procedures for the election of officers. The committee shall notify the membership of these procedures no later than 30 days prior to the election.
- Section 4. **REGULAR MEETINGS.** A regular meeting of the Board of Directors shall be held monthly for the purpose of transacting business that may be in order. The Board of Directors may provide the time and place of the holding of additional meetings without prior notice.
- Section 5. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the President or upon written request of any two directors.
- Section 6. **QUORUM.** A majority of the Board of Directors shall constitute a quorum.
- Section 7. **DISQUALIFICATION.** An officer may be disqualified and removed from the Board of Directors by a two-thirds vote of the full Board for cause or in the event that said officer has been absent without excuse from three consecutive meetings. For the purpose of disqualification, meetings are either general membership or Board of Directors meetings. An absence shall be excused upon a majority vote of the Board of Directors.

ARTICLE VII

- Section 1. **COMMITTEES.** Standing committees and/or special committees and special positions are created by the Board of Directors. At all times, at least one member of the Board of Directors shall be a member of each standing committee.
- Section 2. **MEMBERSHIP.** Both standing and special committees will include members of the Rockhill Gardens Neighborhood Association. Special committees may also include non-members of the Rockhill Gardens Neighborhood Association.

ARTICLE VIII

- Section 1. ANNUAL MEETING. Starting in 1995, the annual general membership meeting shall be held during the month of March.
- Section 2. OTHER MEETINGS. Other general membership meetings shall be held upon request of the Board of Directors or upon written request of any ten members.
- Section 3. NOTICE. Written notice of each membership meeting shall be provided to each member residence at least 7 days prior to such meeting.
- Section 4. QUORUM. Voting members present at a general membership meeting shall constitute a quorum.

ARTICLE IX

- Section 1. MISCELLANEOUS. The Association shall be non-sectarian and shall not support candidates for political office nor political parties.
- Section 2. OPEN MEETINGS. All meetings of the Association or Board of Directors shall be open to the public.

ARTICLE X

- Section 1. AMENDMENTS. Amendments to the bylaws may be authorized by a two-thirds majority vote of the membership present at any general membership meeting, provided (1) written notice of the proposed amendment is given to each and every RGNA Director 7 days prior to any other service of notice and (2) written notice of the vote on the proposed amendment is given in accordance with Article VIII, Section 3.