

# Waldo Tower Neighborhood Association (WTNA) Bylaws

Approved by WTNA Board of Directors 12/12/17

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## Article I – Name, Boundaries and Purpose

### Section 1. Name

The name of this Association shall be “Waldo Tower Neighborhood Association,” which hereinafter may be referred to as “Waldo Tower Neighborhood Association,” “the Association,” or “WTNA.”

### Section 2. Boundaries

The boundaries of the Waldo Tower Neighborhood Association shall be as follows:

**North:** the south side of Gregory Boulevard,

**South:** the north side of 79th Street,

**East:** the west side of Troost Avenue,

**West:** the east side of Wornall Road,

**And**

**North:** the south side of 79th Street,

**South:** the north side of 85th Street,

**East:** the east side of Wornall Road,

**West:** the west side of Holmes Road.

### Section 3. Purpose

The Waldo Tower Neighborhood Association is formed for the mutual benefit of members.

Additionally, WTNA shall be organized:

- To promote the general welfare of the neighborhood hereinafter described;
- To protect the general health and welfare of its members;
- To cultivate and promote attractive, well-kept homes and buildings;
- To support municipal services of public safety, neighborhood improvement, and recreational activities and facilities;
- To promote crime prevention programs and activities; and
- To collect annual dues from members to provide a general fund to pay operating costs, fees, and expenses of the Association.

### Section 4. Implementation

Upon adoption of these bylaws, the current officers will remain in place for the remainder of the current term of office with the following updates:

The Treasurer shall become the Director of Finance.

The Secretary shall become the Director of Communications.

Subject to approval by the current Board of Directors, the President shall appoint interim officers to the remaining positions as described in these bylaws.

### Section 5. Dissolution

In the event of dissolution, any remaining assets will be distributed to a nonprofit organization serving the needs of the Waldo neighborhood of Kansas City, Missouri.

## Article II - Membership, Dues & Voting

### Section 1: Membership

- Membership in the Waldo Tower Neighborhood Association is voluntary. Any household or business within the boundaries established in Section 1 of this Article may apply for membership by paying the annual dues.
- The household or business shall be considered a single membership and shall pay one annual dues. Upon payment of dues to the Association, the member agrees to comply with the Bylaws of the Association.
- Any business, or any individual living outside WTNA boundaries, shall be welcomed as a non-voting member upon payment of dues. By resolution, the Board of Directors may offer promotional or honorary memberships.

### Section 2: Dues

- Dues amounts for the following year shall be established by the Board of Directors and announced at the annual meeting held in September.
- Membership fee (dues) shall be due on January 1, with membership valid through December 31.

### Section 3: Voting

Each member household or business shall have only one vote.

## Article III - Officers

### Section 1: Officers

The Officers of the Association shall be President, Vice President, Director of Finance, Director of Communications, Director of Membership Activities, Director of Marketing, Director of Public Relations, and Archivist.

### Section 2: Qualification of Officers

Any person named as a candidate for Officer of the Association shall:

- Be a resident within the boundaries of the Association,
- Be an Association member in good standing, and

- Be at least eighteen (18) years old.

### Section 3: Elections of Officers

Officers and Board of Directors shall be elected by a majority vote of members in good standing present at the Annual Meeting.

### Section 4: Term of Office

Term of office shall be two (2) years. No officer shall hold the same office more than three (3) successive terms. All officers shall assume official duties in January following the election. All Officers shall serve until their successors commence their duties.

### Section 5: Compensation of Officers

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

### Section 6: Vacancy of Officers

A vacancy in any office or of the Board of Directors because of death, removal, or otherwise, will be filled by an interim officer appointed by the President for the remainder of the term of office, subject to approval by the Board of Directors.

### Section 7: Duties of Officers

All officers shall coordinate efforts for the good of the association.

**President:** The President shall

- Preside at all meetings of the Association and perform such other duties as usually pertain to the office;
- Prepare an agenda for each Association meeting and make copies available for members at that meeting, and copies available to Officers;
- Preside over all Board of Directors meetings.
- Attend community meetings as representative of WTNA or appoint another officer or member of the Association to participate on behalf of the Association, and report back to members on outcomes and information from these meetings

**Vice President:** The Vice President shall

- Assist the President in all duties;
- Collect feedback concerning Bylaws and form ad hoc committee to amend or revise as needed.
- Assume duties of President in case of absence at any Association or Board of Directors function.

**Director of Finance:** The Director of Finance shall:

- Collect and have charge of all funds of the Association;
- Disburse same on authority of the Board of Directors;

- Report annually to the Association in September;
- Report to the Board of Directors monthly;
- Require receipts and written reimbursement request for all expenses presented for reimbursement;
- Prepare an annual budget for the upcoming calendar year by November 1, for approval by the Board of Directors at their November meeting; and
- Serve as Chairperson of the Finance Committee.

**Director of Communications:** The Director of Communications shall:

- Keep minutes of all annual and other meetings of the Association.
- Keep minutes of all Board of Directors meetings;
- Ensure that all notices are given in accordance with these bylaws or as required by law;
- See to the maintenance of the membership database and all associated duties; and
- Keep confidential all membership records, and prohibit the sale, trade, or giving away of membership list or information in any form; and
- Serves as Chairperson for the Communications Committee

**Director of Membership Activities:** The Director of Membership Activities shall:

- Oversee membership activities; and
- Serves as Chairperson of the Membership Activities Committee.

**Director of Marketing:** The Director of Marketing shall

- Promote the Association to the neighborhood, the general public and other organizations;
- Market the Waldo Tower Neighborhood Association to area realtors and potential home buyers;
- Create vehicles for marketing the Associations (e.g., T-shirts, brochures, open houses, social events, etc.);
- Serves as Chairperson the Website Development and Maintenance Committee by serving as the liaison to the Board of Directors.

**Director of Public Affairs and Programming:** The Director of Public Affairs and Programming shall:

- Serve as Chairperson of the Public Affairs and Programming Committee.

**Archivist:** The Archivist shall

- Maintain all historical documentation of the Association, including but not limited to:
  - Waldo history
  - Association history
  - Association events
  - Photographs
  - Newsletters

## Article IV - Contracts, Loans, & Expenditures

### Section 1: Contracts

The membership may authorize any officer or officers, agent or agents, to enter into any contract on behalf of the Association for general or specific reasons.

### Section 2: Loans

No loans shall be contracted on behalf of the membership or Association and no evidence of indebtedness shall be issued in its name.

### Section 3: Checks, Drafts, etc.

- All checks, drafts or other orders for payment issued in the name of the Association shall be signed by the Director of Finance.
- The President may authorize any expenditures under \$100.
- Any expenditure over \$100 must be authorized by majority vote of the Board of Directors.
- Any expenditure of more than \$1000 or 50% of the existing corporate funds, whichever is less, may be authorized only upon notice to and approval by the general membership.

## Article V - Board of Directors

### Section 1: Membership of the Board of Directors

The Board of Directors consists of 10 members and includes:

- The current officers (President, Vice President, Director of Finance, Director of Communications, Director of Membership Activities, Director of Marketing, Director of Public Affairs, Archivist), and
- Three (2) WTNA members at-large.

### Section 2: At-Large Members of the Board of Directors

- Qualifications, Election, Terms of Office, Compensation and Vacancies of the WTNA Board of Directors Members At-Large shall be the same as the offices as described in Article III above.
- The Duties of the WTNA Board of Directors Members At-Large are to represent the general membership at the Board of Directors meetings.

### Section 3: Meetings of the Board of Directors

The Board of Directors shall meet monthly, majority of the Board of Directors shall constitute a quorum.

### Section 4: Powers of the Board of Directors

The business and affairs of the Association shall be managed by the Board of Directors.

## Section 5: Duties of the Board of Directors

It shall be the responsibility of the Board of Directors to:

- Manage the business and affairs of the Association;
- Support the Association with ideas, human resources, and business and community expertise;
- Approve all non-budgeted expenses of the Association over \$100;
- Approve an annual budget, prepared by the Director of Finance for the Association for forthcoming fiscal year (January 1 – December 31) at the November meeting of the Board of Directors;
- Approve all proposed charitable gifts;
- Require the financial accounts be audited annually at the end of the calendar year;
- Determine the membership fee (dues) of the Association by resolution for the coming year at the August meeting of the Board of Directors and to be announced at the Annual General Membership meeting in September; and
- Designate the financial institution at which funds are to be deposited.

## Article VI – WTNA Meetings

### Section 1: WTNA Annual Meeting

- The Annual Meeting of the Association shall be held on the second Saturday in September in each year.
- Voting members present at a general membership meeting shall constitute a quorum.

### Section 2: Other WTNA Meetings

- Neighborhood meetings shall be held every other month on the second Saturday of the month or upon request by the Board of Directors.
- Other meetings may be held upon written request of any 10 members.

## Article VI – Committees

### Section 1: Committees

- Standing committees and ad hoc/special committees and special positions may be created by the Board of Directors.
- At all times, at least one member of the Board of Directors shall be a member of each committee.

### Section 2: Membership of Committees

Both standing and special committees shall include members in good standing. Special committees may also include non-members of the Association.



### Section 3: Reporting by Committees

A representative from each Committee shall make a report at each monthly meeting of the Board of Directors on the activities of the Committee.

### Section 4: Authority of Committees

Representatives of any committee may bring motions relating to that Committee's functions or responsibilities at any Board of Directors meeting.

### Section 5: Standing Committees

The Standing Committees and their functions shall include, but not be limited to:

#### Public Affairs and Programming Committee

Responsibilities of the Public Affairs and Programming Committee include:

- Liaison between the association and appropriate government agencies, boards, and committees;
- Liaison with appropriate public safety agencies.
- Liaison between WTNA and other neighborhood associations;
- Coordinate with the President for speakers and programming at WTNA meetings and special events.

#### Communications Committee

- Coordination of writing, editing and disseminating a newsletter via email and printing and mailing the newsletter to members who have opted out of email or electronic means of communication.
- Disseminate neighborhood meeting, special meeting, and election notifications according to the guidance in these bylaws.

#### Membership Activities Committee

- Plan and implement annual and ad hoc activities of the WTNA membership.

#### Website Development and Maintenance Committee

- Develop and maintain a website for the Association.

#### Finance Committee

- Assist Director of Finance in preparing the annual budget, and maintenance and auditing of the association account(s).

### Section 6: Ad Hoc/Special Committees

#### Nominating Committee

- A Nominating Committee shall be appointed by the President for the purpose of establishing a slate of officers and Board of Directors for each general election.
- The Nominating Committee shall be comprised of three (3) WTNA members.

### Other Ad Hoc/Special Committees

- Ad Hoc Committees shall be formed to accomplish tasks and participate in events as they arise.
- Ad Hoc Committees shall function as long as needed and shall disband at the completion of the task or event.
- Each Ad Hoc Committee shall include a member of the Board of Directors.
- Each Ad Hoc Committee shall report to the Board of Directors at the monthly meetings.

## Article VIII - Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

## Article IX - Indemnification

The Association shall indemnify each director and officer of this Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Director or officer was a Director, officer or agent of the Association, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding to the maximum extent permitted by law, including such further indemnity as is provided by the General and Business Corporation Law of Missouri. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such Director or officer may be entitled by bylaw, agreement, vote of the membership or of disinterested Directors or otherwise. All rights of indemnification shall continue as to a person who has ceased to be an officer or Director and shall inure to the benefit of the heirs, executors and administrators of such a Director or officer.

## Article X - Amendment of Bylaws

These bylaws may be amended by a majority vote of members present at any Annual or other meeting called for this purpose. Written or electronic notice of the amendment(s) shall be given to the members in good standing by the Director of Communication a minimum of 30 days and not more than 45 days prior to the date of the meeting. The notice shall state the purpose of the amendment(s), the date the vote will be held and that a copy of the amendment is available in electronic or hard copy upon request.