

A Resolution to Amend and Restate the Bylaws of the Union Hill Neighborhood Association

Whereas, the Bylaws of the Union Hill Neighborhood Association was last amended in in 2005;

Whereas, said Bylaws of the Union Hill Neighborhood Association are sometimes inadequate, not concise and contain inconsistent, ambiguous and superfluous verbiage;

Whereas, said Bylaws of the Union Hill Neighborhood Association are not in sync with the Missouri Nonprofit Corporation Act;

Whereas, the territory of said Bylaws of the Union Hill Neighborhood Association are not in sync with the neighborhood's current area;

Whereas, said the business of membership meetings of Union Hill Neighborhood Association are difficult due to a quorum that is difficult to achieve in today's busy society;

Therefore be it Resolved, that the 2005 Bylaws of the Union Hill Neighborhood Association are repealed and the attached Amended and Restated Bylaws are proposed to be enacted in lieu thereof with the following provisos:

- Struck out red or blue language from said 2005 Bylaws, shown as thus ~~struck-out~~, shall not be enacted;
- Inserted red or blue underlined language, shown as inserted verbiage, shall be enacted;
- The attached Amended and Restated Bylaws of the Union Hill Neighborhood Association take immediate effect upon adoption by the Members.

Presented this _____ day of October 2017 and adopted this _____ day of January, 2018.

President

Secretary

Summary of the Proposed 2018 Amendments to the Bylaws of the Union Hill Neighborhood Association

- Much of the updates are to remain in sync with the Missouri Nonprofit Corporation Act which governs organizations like the Association
- Removes voter registration, clarifies membership categories of Owner-Occupant, Tenant and Business Representative and gives a process for confirming membership
- Voting rights made more concise
- Board composition made more concise, including staggered terms, and streamlines board processes such as allowing business to be conducted electronically according to the law
- Added a process to remove a Director or Officer from the Board
- Reduces quorum at a membership meeting from 10% to 5%
- Updated territory as shown below to remove the YMCA property on the southeast corner of 31st and Main Streets; remove the area between 27th Terrace and 29th Streets between McGee Trafficway and Gillham Road; and include the northern 10% of Union Cemetery so that the Cemetery is entirely within the territory



AMENDED AND RESTATED
BYLAWS

OF

UNION HILL NEIGHBORHOOD ASSOCIATION

~~Adopted November 15, 1993~~

~~Amended October 11, 2005~~

January XX, 2018

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BYLAWS OF UNION HILL NEIGHBORHOOD ASSOCIATION
Adopted ~~November 15, 1993~~ January, 2017

1
2
3 **I. Territory Name**
4

5 ~~The~~ The name of the organization is the Union Hill Neighborhood Association (the
6 “Association”).
7

8 **II. ~~Corporation~~ Territory**
9

10 The Union Hill Neighborhood Association (the "Association"), a Missouri not for profit
11 corporation, serves the Union Hill neighborhood (the "**Neighborhood**") that is an area
12 within the City of Kansas City, Missouri, bounded by Main Street on the West, ~~Warwick~~
13 ~~Traffeway~~ Northwest by Grand Boulevard and the Union Cemetery Entrance Road on the
14 ~~Northwest~~, thence along the ~~Western, Southern~~ Northern and Eastern boundaries of Union
15 Cemetery to ~~27th Terrace~~ 29th Street on the Northeast, thence along ~~27th Terrace~~ 29th Street
16 to Gillham Road, thence South along Gillham Road to 31st Street, thence West along 31st
17 Street to ~~Walnut Street, thence South along an imaginary extension of Walnut Street to~~
18 ~~31st Terrace, thence West along 31st Terrace to~~ Main Street.
19

20 **III. Purpose**
21

22 The Association is organized pursuant to the RSMO 355, the Missouri Nonprofit
23 Corporation is organized Act (the “Act”) and exclusively for charitable, educational or
24 scientific purposes, as may qualify it as exempt from federal income tax under Section
25 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any
26 future United States Internal Revenue Law.)). More specifically, such purposes include,
27 but are not limited to, the revitalization of the Neighborhood, including Neighborhood
28 cleanup, beautification, painting and repair of deteriorated homes, particularly those
29 of elderly and low income residents, combating removing and preventing physical blight,
30 promoting self-help programs for residents, strengthening of the Neighborhood's social
31 fabric, general Neighborhood improvement, and dealing with issues that have an impact
32 on the quality of life within the Neighborhood.
33

34 **III. IV. Membership**
35

36 A. ~~Subject to the provisions of Section IV.A of these Bylaws, membership~~
37 Membership in the ~~Corporation is Association~~ shall be open to ~~individuals: (1)~~
38 persons, for themselves or acting by and through one or more trusts, joint tenancies or
39 tenancies by the entirety who:
40

41 1. (a) own or live and have his, her or their primary residence in property ~~located~~ within
42 the Neighborhood ~~or (an “Owner-Occupant”); (b) do not own property in, but have his,~~
43 her or their primary residence within the Neighborhood (a “Tenant”); and (2) entities that
44 represent a lawfully operated business located within the Neighborhood. ~~A business or~~

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1 ~~property may only~~ (a "Business Representative") which shall be ~~represented by~~ either:
2 (a) the owner of the majority interest in the entity ~~that owns~~ represented by the
3 Business Representative; or ~~property, or another~~ (b) such other person or entity
4 who or which owns an interest in the entity and who or which is designated by the owners
5 of the majority interest(s) in owner of the entity; to serve as the Business Representative.
6

7 B. The Association's Board shall be vested with the authority to make inquiry into,
8 determine and confirm the membership of any and all Owner-Occupants, Tenants, and
9 Business Representatives purporting to be a member of the Association. The Board may,
10 but is not required to, request documentary evidence to substantiate the membership of the
11 purported member, the production of which may, at the discretion of the Board, be a
12 prerequisite to allowing the vote, pursuant to Section IV below. The Association, through
13 its Board, shall be authorized to rely upon the representation or documentary evidence of
14 the purported member as dispositive of his, her, its or their status as a member. Such
15 representation or documentary evidence may include, but shall not be limited to, verbal
16 and written authorizations, statements, official records, utility receipts, driver's license, and
17 bank records. Such authority shall be exercised by the Board reasonably and in good faith,
18 in the sole discretion of the Board, and may be made without independent inquiry or
19 investigation. The Board's determination and confirmation of membership shall be
20 conclusive.
21

22 C. Any member may dispute and thereafter protest the confirmation of a purported
23 member. The protest will be made to the Board, which will consider any evidence
24 submitted and then determine whether the purported member is a member. If a protest
25 occurs at a membership meeting at which a vote is to be taken, or if a member or purported
26 member desires to appeal the determination of membership made by the Board, the protest
27 will be submitted to the Association's membership which will consider any evidence
28 submitted and then vote upon whether the purported member is a member. The purported
29 member whose membership is protested may not vote in the vote involving such purported
30 member's membership.
31

32 ~~V. 2. have applied to become a member of the Corporation on forms provided by~~
33 ~~the Corporation and paid the application fee; and~~

34
35 ~~3. have been accepted as members by the Corporation.~~
36

37 ~~B. After acceptance, an individual will continue to be a member so long as he/she~~
38 ~~meets the requirements of A.1 of this Section.~~
39

40 **IV. Voting Categories**

41
42 A. The right to vote at any meeting of the Corporation's members (a "membership
43 meeting"), other than the first membership meeting, Association is vested only in members
44 present at that meeting who applied to become members sixty (60) days, and who were

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1 ~~accepted as members thirty (30) days, prior to the date of such vote. The right to vote at~~
2 ~~the first membership meeting is vested in individuals present at that meeting who meet the~~
3 ~~requirements stated in Section III.A.1 of these Bylaws. No proxy voting shall be permitted.~~

4
5 B.- ~~Each member's parcel of property within the Neighborhood shall carry with it a~~
6 ~~single membership in the Association, and the Owner-Occupant, Tenant or Business~~
7 ~~Representative with membership attendant to such parcel of property shall be entitled to~~
8 ~~one vote will count as stated below each time a vote is taken at a membership meeting.~~
9 ~~No; provided, however, no~~ member, regardless of how many ~~properties~~ parcels of property
10 or businesses in the Neighborhood the member ~~owns~~ may own or ~~represents, will represent,~~
11 shall be entitled to more than one ~~full~~ vote each time a vote is taken. If there is more than
12 one Tenant residing within a parcel, only one Tenant shall be entitled to cast a vote.

13
14 C.

15 ~~1. A member who owns and resides in, or who resides (other than as a tenant) with~~
16 ~~one who owns and resides in, the same property in the Neighborhood (an "Owner-~~
17 ~~Occupant") will have one vote, with a maximum of two votes allowed from such~~
18 ~~owner occupied property. The owner of the residence will designate in a signed~~
19 ~~statement delivered to the Corporation's Secretary which individuals residing in the~~
20 ~~property will have the votes if a dispute arises on that point.~~

21
22 ~~2. Except as otherwise stated in these Bylaws, each member who (i) resides in~~
23 ~~property he/she does not own (a "Tenant"), (ii) is the owner of property he/she does~~
24 ~~not occupy (a "Landlord") and (iii) represents a business (a "Business~~
25 ~~Representative") will have one vote. Only two (2) Tenants from one rental unit~~
26 ~~may be members. The individual primarily liable for paying the rent will designate~~
27 ~~in a signed statement delivered to the Corporation's Secretary which individuals~~
28 ~~residing in the unit will have the votes if a dispute arises on that point.~~

29
30 ~~€=Only~~ A member must be an Owner-Occupant ~~members may to~~ vote on: (1)
31 changes to these Bylaws:-

32
33 ~~D. Only members who own property located within the Neighborhood may vote on; and~~
34 ~~(2) any and all matters involving (1) the "Neighborhood Contract", (2) the "": (a) that certain~~
35 ~~Contract by and between Phoenix Redevelopment Corporation and Longfellow~~
36 ~~Community Association, Inc., dated November 19, 1979, as assigned to Union Hill~~
37 ~~Neighborhood Association on June 30, 1993, as amended from time to time (collectively,~~
38 ~~the "Neighborhood Contract") concerning a redevelopment plan for the Neighborhood,~~
39 ~~as amended from time to time (collectively, the "Redevelopment Plan", (3) any other");~~
40 ~~(b) the Redevelopment Plan; and (c) development projects within the Neighborhood and~~
41 ~~(4) amendments to, substitutions for, or replacements of, the Neighborhood Contract, the~~
42 ~~Development Plan or any other development projects within the Neighborhood. The not~~
43 ~~addressed by the Neighborhood Contract is that certain Contract, dated November 19,~~
44 ~~1979, concerning a redevelopment plan (the "Redevelopment Plan") for the Neighborhood~~

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1 ~~that was entered into by Union Hill Redevelopment Corporation and Longfellow~~
2 ~~Community Association, Inc. The interests of Union Hill or the Redevelopment~~
3 ~~Corporation under the Neighborhood Contract and the Redevelopment Plan were assigned~~
4 ~~to Phoenix Redevelopment Corporation (the "Developer") in 1987. The Redevelopment~~
5 ~~Plan was amended and restated and, as so changed, was approved by the City of Kansas~~
6 ~~City, Missouri, in 1988. The Neighborhood Contract is incorporated into the~~
7 ~~Redevelopment Plan. Longfellow Community Association's interests under the~~
8 ~~Neighborhood Contract were assigned to the Corporation by an Assignment of Contract,~~
9 ~~dated in June, 1993. The Neighborhood Contract was amended by the Developer and the~~
10 ~~Corporation in an Agreement, dated in July, 1993, to reflect changes needed as a result of~~
11 ~~assignment of the Neighborhood Contract to the Corporation. Approval of these Bylaws~~
12 ~~at a membership meeting constitutes the membership's approval of the July, 1993~~
13 ~~Amendment of the Neighborhood Contract.~~Plan.

14
15 ~~V.~~ **Registration.**

16
17 ~~A. Applications for membership in the Corporation must be submitted to the Secretary~~
18 ~~of the Corporation on a form supplied by the Secretary, and accompanied by a \$5.00~~
19 ~~application fee.~~

20
21 ~~B. After reasonable investigation, if the Secretary determines that the person applying~~
22 ~~for membership is eligible, the Secretary must certify that the person is a member of~~
23 ~~the Corporation and certify in writing the voting rights of the member.~~

24
25 ~~C. The membership list will be kept by the Secretary.~~

26
27 ~~D. An applicant or any member may protest the certification or non-certification of the~~
28 ~~applicant. The protest will be made to the Board of Directors, which will listen to any~~
29 ~~evidence submitted and then determine whether the applicant should or should not be~~
30 ~~certified. If a protest occurs at a membership meeting at which a vote is to be taken, or~~
31 ~~if a member or applicant desires to appeal the decision of the Board of Directors, the~~
32 ~~protest will be submitted to the Corporation's membership which will listen to any~~
33 ~~evidence submitted and then determine whether the applicant should or should not be~~
34 ~~certified. No person whose certification is protested may vote in any vote involving~~
35 ~~his/her own certification.~~

36
37 **VI. - Dues**

38
39 Payment of dues ~~will not shall neither~~ be a condition to becoming or continuing to be a
40 member nor to being eligible to vote ~~at membership meetings.~~ However, the Board may
41 suggest and solicit from members and others, and the ~~Corporation~~Association may collect
42 and receive, membership fees (in such amounts and with such frequency as may be
43 determined by the Board), voluntary contributions, and grants to fund the costs and
44 expenses ~~necessary for the Corporation to operate for~~of the ~~purposes and engage in the~~

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1 ~~activities contemplated by Section II of Association to:~~ (a) perform in accordance with these
2 Bylaws; (b) implement, monitor, and enforce the Contract and Redevelopment Plan, any
3 and all amendments and assignments, thereof, and other development projects in the
4 Neighborhood; and (c) otherwise act in the best interests of the Neighborhood.

5
6 **VII. Revocation of Membership**

7
8 A. The Board may: (1) revoke membership; or (2) refuse to confirm membership in
9 the Association.

10 ~~A. Membership in the Corporation may be revoked by the Board~~ for any of the following
11 causes:

12
13 _____ 1. _____ furnishing false information ~~on regarding~~ membership ~~application forms,~~
14 ~~especially information relating to whether or such purported or actual member's status as~~
15 ~~an individual owns a single family dwelling, town home, or condominium ("dwelling")~~
16 ~~within the Neighborhood~~ Owner-Occupant, Tenant, or Business Representative;

17
18
19 _____ 2. _____ displaying disruptive behavior during ~~meetings~~ a meeting after receipt of
20 two official warnings, as defined and set forth in Section XIV of these Bylaws. The two
21 official warnings preceding the revocation of membership may be issued either at a single
22 meeting or at separate meetings; or

23
24
25 _____ 3. _____ refusal to provide ~~proof of qualification for~~ the required information needed
26 by the Board to confirm the purported or actual member's membership upon or type of
27 membership in the Association, within thirty (30) days of written request of the President
28 ~~of the Corporation within thirty (30) days of receipt of~~ Association to provide such ~~request.~~
29 ~~Proof of ownership may include a property tax receipt, real estate closing documents, deed~~
30 ~~or other similar official documentation. Proof of occupation may include utility bills billed~~
31 ~~to the individual at the address of the dwelling, a valid driver's license with current address,~~
32 ~~or other similar official documentation.~~ information to the President.

33
34 B. ~~Members~~ A member whose membership has been revoked may be prohibited from
35 attending any subsequent meetings of the ~~Corporation~~ Association, and the Board may take
36 such action as may be necessary to enforce this provision.

37
38 C. ~~Members~~ A member whose membership has been revoked in accordance with the
39 terms of this provision may petition the Board for reinstatement after a period of six (6)
40 months from the date of revocation, and may be reinstated upon a two-thirds vote of the
41 Board and payment of the membership ~~application fee dues, if a membership dues are then~~
42 a requirement of the Board for membership in the Association.

43
44 D. A purported member who or which is denied membership by the Board may seek

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1 reconsideration of the Board, at any time and from time to time.

2
3 E. A member may seek the Board's reconsideration of such member's classification
4 by the Board as an Owner-Occupant, Tenant, or Business Representative, at any time and
5 from time to time.

6
7 **VIII. Board of Directors and ~~Government~~Governance**

8
9 A.

10 ~~Subject to the provisions of Section XII.E of these Bylaws, the Corporation will~~
11 The Association shall be governed by a Board of Directors (the "**Board**")
12 composed of eight (8) directors (~~“(individually, a “Director(s)”)”~~ and collectively, the
13 **“Directors”**) elected by the membership, in accordance with these Bylaws. ~~One~~The Board
14 shall exercise reasonable efforts to identify one Tenant and one Business Representative
15 candidate for the Board; provided, however, in no event shall the failure of the Directors
16 will be Board to include either or both a Tenant and one will be a Business Representative
17 as Directors constitute a violation of these Bylaws. The remaining six (6) Directors will
18 be Owner-Occupants; ~~and, if no Tenant and/or Business Representatives are available and~~
19 qualified to serve as Directors, all eight (8) Directors of the Association may be Owner-
20 Occupants.

21
22 B. The Board will have those powers allowed a board of directors under the ~~General~~
23 Not for Profit Corporation Law of Missouri Act, in addition to those powers provided in
24 the Articles of Incorporation and these Bylaws.

25
26 C. The Board will hold ~~regular monthly~~ meetings on a monthly basis, or with such
27 frequency and at such times and places as the Directors decide.

28
29 D. Special meetings of the Board will be called by the President upon the President's
30 initiative or the President's receipt of a written request signed by three (3) Directors; ~~or, if~~
31 the President determines an emergency exists, then notice by telephonic or electronic
32 means to all members as far in advance as possible shall be allowed.

33
34 E. Written notice of a special Board meeting must be delivered to each Director at
35 least three (3) days, but no more than ~~forty five (45)~~ thirty (30) days, prior to the date of the
36 special Board meeting.

37
38 F. A majority of the Directors will constitute a quorum for purposes of transacting
39 business at a Board meeting. The affirmative vote of a simple majority of the Directors
40 present at a Board meeting at which a quorum is present will be necessary to approve any
41 act or decision of the Board.

42
43 G. Board meetings ~~will~~ shall be conducted in accordance with Roberts Rules of Order.

44

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1 H. ~~___~~ All Board meetings ~~will~~shall be open to any member.

2
3 I. ~~___~~ Any Director: (i) who without good cause and when possible, prior notice, fails to
4 attend three (3) consecutive regular Board meetings, or any five (5) regular Board meetings
5 regardless of whether they are consecutive, within any twelve (12) consecutive months; or
6 (ii) who otherwise fails to fulfill the duties of a Director, ~~will forfeit~~may, upon declaration
7 of the Board, be expelled from the office of Director, and, in such event, the position will
8 thereupon be ~~declared~~ vacant ~~by the Board~~.

9
10 J. ~~___~~ Any Director or Officer may be removed from the Board, by a majority vote of the
11 Association.

12
13 K. - No Director may receive fees or compensation for services performed as a Director;
14 provided, however, such prohibition shall not prevent the payment to a Director for
15 expenses incurred on behalf of the Association, with the approval of the Board.

16
17 L. In accordance with the Act, Revised Missouri Statutes Section 355.381.1, et seq.,
18 any action required or permitted to be taken at any regular or special meeting of the Board
19 may be taken without a meeting, without prior notice and without a vote, if a consent or
20 consents in writing, setting forth the action so taken, shall be signed by all the Board
21 members. A written consent or consents may be set forth by electronic means, provided
22 such written consent is provided to the Secretary within 24 hours or such other deadline
23 provided in the notice soliciting such electronic written consent. Upon the Secretary's
24 receipt and verification of all written consents approving the consent action, the consent
25 action of the Directors is duly approved, and the electronic consent of each director shall
26 be set forth in the Association's minute book. Regardless of whether or not the consent
27 action is approved, the Secretary shall confirm whether the consent action has passed or
28 failed, by email to all directors. The Board at its next ensuing meeting shall ratify any
29 unanimous written consent made by email, and the minutes of the meeting will record the
30 ratification.

31 ~~K. A Director may not be counted as present through, or vote by proxy at, meetings of~~
32 ~~the Board.~~

33
34 **IX. Duties & Powers of the Board of Directors**

35
36 A. ~~___~~ The property and the business of the ~~Corporation will~~ Association shall be managed
37 by the Board.

38
39 B. ~~___~~ In addition to the powers and authority given the Board by law and elsewhere in
40 these Bylaws, the Board is authorized to: purchase or otherwise acquire for the
41 ~~Corporation~~ Association any property, right, or privilege, which the
42 ~~Corporation~~ Association is authorized to acquire at such price or consideration, and upon
43 such terms, as the Board deems expedient; hire, appoint, contract with, remove, terminate,
44 or suspend, employees, agents and suppliers of goods and services, and determine their

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1 duties and obligations and set their salaries or compensation; determine who will be
2 authorized, on behalf of the ~~Corporation~~Association, to sign bills, notices, receipts,
3 acceptance, endorsements, checks, releases, and any other instruments; delegate any of the
4 powers of the Board to any standing committees, special committees, or any office or agent
5 of the ~~Corporation~~Association, with such powers as the Board may deem fit to grant;
6 establish membership fees; and generally do all lawful acts and things that are not by the
7 law or by these Bylaws directed or required to be done by the members of the
8 ~~Corporation~~Association.

9
10 C. ~~___~~ The Board ~~will~~shall develop a ~~list of priorities for the Corporation, a general~~
11 ~~calendar of activities, and a~~ budget that will be presented to the membership for ~~their~~its
12 approval at the January membership meeting. In the event an expenditure of the
13 Association shall exceed by \$2,500 the amount set forth for such expenditure in the
14 approved budget, the proposal for such expenditure shall be approved by the membership.
15 The Board shall have the authority, in the normal course, to approve routine amendments
16 to the budget to include previously unbudgeted expenditures.

17
18 **X. ~~___~~ Officers**

19
20 A. ~~___~~ The officers of the ~~Corporation~~Association will be President, Vice-President,
21 Secretary and Treasurer, all elected by and from the Directors for a term of one (1) year.

22
23 B. ~~An~~ At any time, an officer may be removed from office by the Board, with or without
24 cause.

25
26 **XI. ~~___~~ Duties of Officers**

27
28 A. ~~___~~ **The President will: be the Chief Executive Officer of the**
29 ~~Corporation~~Association; preside at all meetings of the membership and the Board; have
30 general and active management of the business of the ~~Corporation~~Association; see that all
31 orders and resolutions of the Board of Directors and the membership are carried out; submit
32 a report of the operations of the ~~Corporation~~Association for the prior fiscal year to the
33 Board and the membership at the ~~Annual Meeting~~January quarterly meeting of the
34 Association; from time to time, **will report to the Board all matters that may affect the**
35 ~~Corporation~~Association; be an ex-officio member of all standing and other committees
36 ~~with the exception of the Nominating Committee~~; appoint and remove, except as otherwise
37 provided in these Bylaws, all committee chairpersons; appoint and remove, except as
38 otherwise provided in these Bylaws, representatives of the ~~Corporation~~Association to serve
39 on outside committees and boards when such positions are reserved or designated by other
40 organizations for a representative of the ~~Corporation or from the Neighborhood~~Association
41 or from the Neighborhood; be responsible for planning and programming for membership
42 meetings; coordinate and give counsel for all special event programs undertaken by the
43 Association; have such other duties as may be determined from time to time by the Board;

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1 and have the powers, duties and management usually vested in the office of president of a
2 corporation.

3
4 B. ___ The Vice-president will: be vested with all the powers and shall perform all the
5 duties of the President during the absence ~~of the President; be responsible for planning~~
6 ~~and programming for membership meetings; coordinate and give counsel for all~~
7 ~~special event programs undertaken by the Corporation; and have such other duties~~
8 ~~as may be determined from time to time by the Board~~ or at the direction of the President.
9

10 C. ___ The Secretary will: attend, act as the clerk of, take and record minutes of
11 proceedings of, and count and record votes, at all Board and all membership meetings;
12 instruct, assist and consult committee chairpersons and other members on the correct and
13 proper method(s) of keeping the Corporation's Association's records; send or cause to be
14 distributed notices of all Board meetings to the Directors and notices of all membership
15 meetings to members; be custodian of any Corporate Seal the Corporation Association
16 obtains, and of all the books and records of the Corporation Association, other than those
17 kept by the Treasurer, including the Articles of Incorporation and these Bylaws, and timely
18 keep all of the same updated and in a safe and orderly manner; and assume the duties and
19 powers of the President during the absence of both the President and the Vice president.
20

21 D. The Treasurer, under the direction of the Board, will: maintain custody of the
22 Corporation's Association's funds; pay all legitimate debts incurred by the
23 Corporation Association; compile and present to the Board financial statements as required
24 and the Corporation's Association's Annual Budget; be responsible for the filing of
25 necessary federal, state and local reports pertaining to the Corporation's Association's
26 financial activities; and assume the duties and powers of the President in the absence of the
27 other officers. At the direction of the President, a Director other than the Treasurer may
28 be authorized to sign checks, writings, and other documents as is necessary and appropriate
29 for the business of the Association.
30

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

32
33 A. ___ Elections of Directors will be held at the January membership meeting.

34
35 B. ___ A nominating committee will present to the membership a slate of nominations for
36 the Directors. An opportunity will be given for nominations from the floor of the meeting.
37

38 C. ___ Only members who have consented to serve if elected will be eligible for
39 nomination from the floor of the meeting.
40

41 ~~D. D. Only Tenants may vote for the Director position to be held by a Tenant. Only~~
42 ~~Business Representatives may vote for the Director position to be held by a Business~~
43 ~~Representative.~~
44

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1 ~~___E___ If a Tenant or a Business Representative is not nominated for the Director~~
2 ~~position reserved for such member categories, only an Owner Occupant may be~~
3 ~~nominated for such Director position and, in such event, all members may vote for such~~
4 ~~Director positions.~~

5
6 ~~___F___~~ The nominees receiving the largest number of votes cast will be duly elected to the
7 positions of Director.

8
9 E. Directors shall serve two (2) year terms commencing upon the date of the election.
10 Four (4) Directors shall be elected in even-numbered years and four (4) Directors shall be
11 elected in odd-numbered years. Any Director may serve successive, consecutive terms on
12 the Board and as an Officer

13
14 ~~___F. G. Each Director will be elected for a term of two (2) years commencing with the~~
15 ~~date of the election, except for the first eight (8) Directors elected after the adoption of~~
16 ~~these Bylaws who will serve as follows: the three (3) Directors who receive the highest~~
17 ~~number of votes, and the Business Representative nominated to fill the Director~~
18 ~~position reserved for that member category, will serve for a term of two (2) years, and~~
19 ~~the four (4) other Directors will serve for a term of one (1) year.~~

20
21 ~~___H. ___~~ In the event the office of a Director becomes vacant, the ~~nominating~~
22 ~~committee~~ Board will nominate, and the membership will elect, a replacement to serve the
23 remainder of the ~~term~~ vacated Board members' term. Such election shall occur at the next
24 regular membership meeting scheduled following notice to the Board of the actual or
25 contemplated vacation, or at a special membership meeting called for the purpose of such
26 election.

27
28 G. ___ Voting will be by secret ballot.

29
30 J. Each ___ If a vote to elect a Director is cast for each individual Director, each member
31 will be entitled to one (1) vote for each Director position to be filled. If the proposed
32 Directors are presented to the membership on a slate, each member will be entitled to cast
33 one vote for the slate of directors.

34
35 **XIII. Committees**

36
37 A. ___ A nominating committee ~~will~~ may be appointed by the President and approved by
38 the Board at the October regular Board meeting. The committee will be composed of at
39 least three (3) members, two of whom must be Directors who will not be standing for
40 election. The committee will select its own chairperson.

41
42 B. ___ There may be such other standing and ad hoc committees as from time to time
43 determined necessary by the President or the Board.
44

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1 C. ___ Representatives of the ~~Corporation~~Association may serve on outside committees
2 and boards when such positions are reserved or designated by other organizations for a
3 representative of the ~~Corporation~~Association or from the Neighborhood.
4

5 D. ___ All committee chairpersons, except the chair of the nominating committee, and all
6 representatives of the ~~Corporation~~Association who serve on outside committees and
7 boards, will be appointed by the President and may be removed by the President or the
8 Board.
9

10 E. ___ The President may convene an executive committee composed of the officers
11 and/or the chairpersons of any or all committees and any other member to expedite dealing
12 with the ~~Corporation's~~Association's business. Actions of the executive committee are
13 subject to approval of the Board.
14

15 **XIV. Meetings**

16
17 A. ___ The ~~Corporation~~Association will hold quarterly membership meetings during each
18 January, April, July and October or at such other times as may be approved by the
19 Association or the Board.
20

21 B. ___ Special meetings of the membership ~~will: (1) may be called by the President; (2)~~
22 shall be called by the President upon ~~the President's (a) initiative, (b) receipt by the~~
23 President of a written request signed by ~~four (4) or more: (a) a majority of the~~ Directors;
24 or ~~(e) receipt of a written request signed by~~ b) fifteen percent (15%) or more of the
25 members.
26

27 C. ___ Written notice of a special membership meeting must be distributed ~~in: (1) to the~~
28 Neighborhood members, at least five (5) days, but no more than ~~forty five (45)~~thirty (30)
29 days, prior to the date of the special meeting; and (2) no later than five (5) days following
30 receipt by the President of a written request provided pursuant to Section XIV.B(2) above.
31 The purpose or purposes for the special meeting must be stated in the notice distributed.
32

33 D. ___ A quorum for purposes of transacting business at a membership meeting will be
34 ~~ten five~~ percent (~~40~~5%) of the ~~members~~Membership. The affirmative vote of a simple
35 majority of the members present at a membership meeting at which a quorum is present
36 will be necessary to approve any act or decision of the membership.
37

38 E. ___ Individual remarks from the floor on items for discussion or debate will be limited
39 to five (5) minutes per member or non-member, as timed by the presiding officer or his/her
40 designee. Presentations by guest speakers will not be subject to this limitation; however,
41 the presiding officer may, at his or her discretion, request that the guest speaker conclude
42 his or her remarks in order to expedite meetings or if the speaker is disrupting the meeting
43 as defined below.
44

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

2
3 G. ___ Disruptive behavior will result in issuance of an official warning to the individual
4 displaying such behavior, upon motion of the presiding officer and the affirmative vote of
5 a majority of the Directors present at the meeting. Continuation of disruptive behavior at
6 a meeting by an individual after being issued an official warning will result in the individual
7 being ejected and barred from the meeting, upon motion of the presiding officer and the
8 affirmative vote of a majority of the Directors present at the meeting.

9
10 H. ___ If, after receipt of two (2) official disruptive behavior warnings or receipt of one
11 (1) such warning and once being ejected from a meeting for disruptive behavior, an
12 individual again displays disruptive behavior at the same or any subsequent meeting,
13 his/her membership or right to represent a business may be revoked in accordance with
14 Section VII of these Bylaws or, if the disruptive individual is not a member, the Board may
15 take such action as may be deemed necessary to eject the individual from the meeting and
16 bar the individual from future meetings.

17
18 I. The term "Disruptive behavior," for the purposes of this section, includes, but is
19 not limited to, shouting at and/or interrupting the presiding officer or a speaker who has
20 the floor, making personally threatening or insulting remarks to others present at the
21 meeting, failing to yield the floor upon expiration of allotted time for remarks, use of
22 profanity, racist, sexist or other derogatory epithets, and other similar behavior.

23
24 **XV. Funds**

25
26 A. ___ The fiscal year of the ~~Corporation~~Association will run from January 1 to December
27 31.

28
29 B. ___ The accounting for funds of the ~~Corporation~~Association will conform to generally
30 accepted accounting principals for similar type organizations. The books of the
31 ~~Corporation~~Association will be closed and summarized annually, at the request of the
32 membership.

33
34 C. Funds received by the ~~Corporation~~Association or its agents ~~will:~~

35
36 shall: (1-) never be commingled with funds ~~or~~, monies or accounts of any other
37 person or entity;

38
39 (2-) be under the direction of, and be safeguarded with reasonable prudent care by,
40 the Treasurer; and

41
42 (3-) be held only in financial institutions having depository insurance coverage with
43 appropriate United States governmental agencies.

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1 D. Disbursements of the ~~Corporation's~~Association's funds ~~will:~~

2
3 shall: (1-) not exceed amounts specified in budgets approved by the Board;

4
5 ~~2-, except as authorized by these Bylaws; (2)~~ not be made in a single amount ~~nor~~or
6 in a series of related disbursements that exceed(s) Five Hundred and No/100s
7 Dollars (\$500.00)), unless they are approved by the Board;

8
9 ~~(3-)~~ be only from the time or demand deposit accounts held in the
10 ~~Corporation's~~Association's name and approved by the Board; and

11
12 ~~(4-)~~ be made only with the use of proper bank drafts signed by: (a) the Treasurer ~~and by;~~
13 (b) the President; or, (c) if ~~one of them~~ neither the Treasurer nor the President is unavailable,
14 by the one who is available and by any other officer of the ~~Corporation~~Association. In
15 addition to the foregoing, the President may designate another Member of the Board to
16 sign bank drafts, provided that notice of such designation is provided to all of the Board.
17 Notice of each draft of the Association, regardless of drafter, shall be provided to the Board.

18
19 ~~E. All funds of the Corporation will be used only for legal purposes of the Corporation~~
20 ~~as stated in Section II of these Bylaws, and will never knowingly be used to thwart~~
21 ~~public policy.~~

22
23 E. All funds of the Association will be used only for legal purposes of the Association,
24 in accordance with these Bylaws. No officer, director or member shall violate this
25 provision and, in the event such officer, director or member is proven to have willfully
26 violated this provision, such officer, director or member shall be civilly liable to the
27 Association for any damages, loss or claims to the Association arising out of or related to
28 such violation, including, but not limited to, reasonable attorney and investigatory fees. In
29 the event of a violation of this Section, the Association may pursue any and all is may have,
30 at law or in equity, against the member so violating this provision.

31
32 **XVI. Property & Contracts**

33
34 All instruments binding upon the ~~Corporation~~Association will be executed by the President
35 or, in the absence of the President, by the Vice President. No instrument or obligation
36 involving amounts exceeding Five Hundred and No/100s Dollars (\$500.00) will be binding
37 upon the ~~Corporation~~Association, unless they are approved by the Board. No purchase,
38 exchange, mortgage of sale of real estate for, by or of the ~~Corporation~~Association will be
39 made except by resolution adopted by six (6) Directors at any Board meeting.

40
41 **XVII. Annual Report**

42
43 The Board will prepare and publish an annual report covering important activities within
44 the boundaries of the Neighborhood, activities deemed important by the Board in its sole

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1 discretion, including reports from the major committees, and an annual Treasurer's report.
2 The Treasurer's report ~~will show~~may include, but shall not be limited to, income,
3 disbursements and ending balances in major categories consistent with sound accounting
4 practices;~~cover, covering~~ the preceding calendar year;. The annual report shall be made
5 available by the Treasurer to the Board so it may be presented to the President to the
6 Association no later than the regular April membership meeting;~~and be available.~~ Subject
7 to all members approval of the ~~Corporation and~~Board, the annual report of the Treasurer
8 may be disclosed to non-members, provided that such ~~other persons or entities approved~~
9 by the Board disclosure is in the best interests of the Association.

10
11 **XVIII. Amendments**

12
13 A. Any proposed amendment to these Bylaws must be in writing and must be included
14 in the notice of the membership meeting at which the amendment is to be considered or
15 voted upon. Such notice must be distributed ~~into~~ the Neighborhood Association at least
16 five (5) days, but no more than forty-five (45) days, prior to the date of the meeting, and
17 must set forth the entire text of the proposed amendment and the language it will replace.
18 Notice and distribution pursuant to this Section may be made by written or electronic
19 means.

20
21 B. The affirmative vote of two-thirds (66 2/3%) of the Owner-Occupant members
22 present at a membership meeting will be required for preliminary approval of the
23 amendment.

24
25 C. The affirmative vote of two-thirds (66 2/3%) of the Owner-Occupant members
26 present at a membership meeting held at least fourteen (14) days after preliminary approval
27 of the amendment will be required for final approval of the amendment. The wording of
28 the amendment finally approved must be substantially the same as the wording of the
29 amendment preliminarily approved.

30
31
32 [REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]