

Longfellow Community Association

Bylaws

1. Name.

- a. The name of this organization is “Longfellow Community Association” referred to in these Bylaws as “LCA”.

2. Territory.

- a. “Territory” means all land in the city of Kansas City, Missouri that is enclosed by Gillham Road from Thirty-first Street to McGee Trafficway and then by McGee Trafficway to Twenty-seventh Street, and then by McGee Street (or McGee Trafficway) to Twenty-fifth Street on the west, Twenty-fifth Street on the north to Troost Avenue on the east, and Thirty-first Street on the south, or the imaginary extension of those streets should they not continuously exist.

3. Purpose.

- a. LCA is organized as a public benefit nonprofit corporation. LCA may use all the powers granted by applicable law and engage in any lawful activity. LCA’s purposes, include but are not limited to:
 - i. enhancing livability in the Territory and adjoining areas and parks;
 - ii. establishing and maintaining communication and cooperating with neighborhood residents, government agencies, important stakeholders in the Territory and surrounding areas, other neighborhoods, and neighborhood coalitions;
 - iii. ensuring that the LCA has agency in development considerations both in the Longfellow neighborhood and as part of broader discussions of development on and around the Troost corridor.
 - iv. providing a process for all neighborhood residents to involve themselves in the neighborhood’s affairs;
 - v. advocating for improvements, proper planning, law enforcement, and safety within the Territory and surrounding areas;
 - vi. organizing and operating exclusively for charitable, benevolent, educational, civic, cultural, health, social, literary, scientific, and community improvement purposes only; and performing any activities related to LCA’s purposes as reasonably determined by the Board

4. Membership.

- a. Non-Discrimination. LCA shall not discriminate on the basis of race, sex, national origin, religion, creed, age, sexual orientation, gender identification, political affiliation, physical handicap, or any other basis prohibited by applicable law.
- b. Eligibility. To be eligible for membership in LCA:
 - i. an individual must be at least 18 years old and live, own property, or own a licensed business in the Territory; or

- ii. an entity must have at least one location in the Territory and have a non-discrimination policy that is the same or substantially similar to section;
- c. an individual or entity desiring membership in LCA shall make such application in writing by completing the “Application for Membership” form in print or online. The application shall be accepted if the person or entity meets the eligibility requirements specified in **Section 4.b.i-ii**, and those facts appear from the application or from information submitted to the LCA secretary in support of the application.
- d. One representative from each government agency, corporate or nonprofit organization within the boundaries shall have the same privilege as the individual resident or property owner mentioned above.
- e. The voting representative of any government agency, corporate or nonprofit organization shall be designated in writing by letter to the LCA secretary or on the membership application form. If any applicant fails to meet the eligibility requirements, the secretary shall mark the application “rejected—applicant not eligible,” and return it by mail or email. If an applicant is accepted, the applicant shall be notified by mail or email.
- f. Dues.
 - i. Membership dues will be collected annually on March 1 of each year to help cover the costs of the website, dumpster days, neighborhood cleanups, community events, and special projects and will be valid for the calendar year. For members joining after September 1, dues will be ½ the normal rate. Dues will be collected according to the following fee schedule:
 1. Individual or Household, \$25
 2. Student/Senior, \$10
 3. A Student will provide a current, valid student ID.
 4. A Senior is aged 60 or over.
 5. Business, \$50
 6. Patron, \$100
- g. **Membership Benefits. Members in good standing and that have previously attended at least (1) LCA Meeting in their current membership year, are entitled to:**
 - i. **vote on voting matters made available to the General Membership. All members shall have one vote each to be cast during attendance at any general or special meeting. Voting may be by voice, show of hands, or by written ballot.**
 - ii. **The Board will have full voting authority over all matters and motions. If matters deemed to be of general importance and/or affect a large population of the neighborhood, by decision of the Board, voting would be opened up to the full General Membership.**
 - iii. **ability to sit on committees.**
 - iv. **ability to run for a Board seat.**
 - v. **free participation in annual dumpster days (limited to residential members only).**

vi. email communication on neighborhood news and information.

h. Termination.

- i. A member may end its membership voluntarily at any time. An individual's or entity's membership in LCA automatically terminates when the individual or entity no longer meets the requirements of section 4.2. LCA may only end a member's membership for just cause.

i. Officers.

- i. LCA's officers are the President, Vice President, Secretary and Treasurer. LCA's officers must be members in good standing, and have been members in good standing for at least one year.
- ii. Term.
 1. Each Officer will take office after LCA's annual member meeting in June and serve for a term of two years, or until a replacement has been selected in accordance with these bylaws. Election of officers shall be staggered with no more than two officer positions up for election at each annual meeting.
- iii. Term Limits.
 1. Each Officer can serve no more than two consecutive terms in a given office.
- iv. Removal. Motions to remove an officer must:
 1. be made at a regular meeting;
 2. be included in an announcement before the meeting when the motion will be presented for approval; and
 3. be approved by a vote of at least two-thirds of the members present at that meeting.
- v. Duties.
 1. The officers shall perform the duties assigned by these bylaws and any duties assigned by Board approved policies.
 - a. President. The President shall serve as LCA's chief executive officer, chair all LCA meetings, and be responsible for conducting LCA's affairs, including filing LCA legal documents as necessary. The President may delegate its authority to any LCA officer.
 - b. Vice President. The Vice President shall assist the President and act as the President if the President is absent from a meeting or incapacitated.
 - c. Secretary. The Secretary shall keep the minutes of all LCA meetings, create and maintain membership lists, keep the official copy of the Articles of Incorporation and Bylaws, and handle official correspondence.
 - d. Treasurer. The Treasurer shall collect and disburse LCA's funds and maintain an accurate record of all collections and disbursements, and give an oral or written report at each meeting showing all collections and disbursements since the previous

meeting. The Treasurer shall keep its records open to the members at reasonable times.

5. Board.

- a. Management. LCA's board of directors shall manage, supervise, and control LCA's affairs, including but not limited to safekeeping and disbursing LCA's funds. LCA's board of directors will consist of all of LCA's officers and at least six but not more than eight individuals who are eligible for membership in LCA.
- b. Term. Each member of the board of directors will be elected at LCA's annual member meeting and take office after that meeting, or until a replacement has been selected in accordance with these bylaws.
- c. Meetings.
 - i. Manner.
 - ii. The annual meeting of LCA's members will be held on the first Monday of June. The members will elect Officers and Board members, and conduct other business during the annual meeting.
 - iii. All meetings of the board, regular or special, will be held on the first Monday every month or at a time and place the President determines, or, if not determined by the President, as determined by at least two-thirds vote of the board of directors at the previous meeting. The President may call special meetings of the Board, or in the President's absence, the Secretary, or any two directors may call special meetings of the Board.
 - iv. The Board has the option of meeting in person, meeting virtually, or meeting in person with a virtual option for members unable to attend the meeting.
 - v. There are two phases to each meeting - the General Session and the Board Session. The Board Session is designed for the Board of Directors to vote on both:
 1. Items that are part of the regular business of the Board and require Board Members, as fiduciaries of the organization, to approve as part of the organization's operations.
 2. Items that are going to be presented to the general membership for consideration.
 - vi. Members of the board of directors or of any committees designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications technology that enable all persons participating in the meeting to communicate with each other. Participation in a meeting in this manner constitutes presence in person at the meeting.
 - vii. Any action that is required to be or may be taken at a board of directors meeting, or of any committee, may be taken without a meeting, if all of the members of the board of directors or the committee, as the case may be, sign a writing memorializing the action to be taken. The consent shall have the same effect of a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the board of directors or of the committee, as

the case may be. The Board of Directors may consider motions made by email provided each vote cast by a Board Member is documented and retained in email.

- viii. The act of the majority of the Board Members present at a meeting of the Board at which a quorum is present will be the act of the Board unless a greater number is required under the Articles of Incorporation, these bylaws, or any applicable laws of the state of Missouri.
- d. Notice.
 - i. The Secretary shall give notice of the annual or any special meeting at least three days before that meeting via mail, email, or other electronic communication. Neither the business to be transacted, nor the purpose of any regular or special meeting needs to be specified in the notice of that meeting. Should a regular meeting date need to be changed, the Secretary will notify the Membership via mail, email, or other electronic communication as soon as possible.
- e. Quorum.
 - i. Two-thirds of the incumbent members of the board of directors constitute a quorum for the transacting business at any meeting of the board of directors.
- f. Voting.
 - i. Each member is entitled to one vote. All votes must be cast during an LCA meeting.
 - ii. The chair of the meeting may establish how voting will occur at that meeting. LCA shall hold all meetings at which business is to be transacted open to the public. The President will allow comments on each item of business as time scheduled for the meeting allows. LCA shall not allow non-members to vote. It is the responsibility of the Secretary to maintain an updated list of active members of the LCA to ensure voting eligibility.
- g. President's Vote.
 - i. The President may only cast a vote when the regular board members' votes results in a tie. The President must vote when the regular board members' votes result in a tie.
- h. Officer and Board Member Election.
 - i. The members present at the annual meeting shall elect the Officers and at least six but not more than eight board members by simple majority vote. Should the vote result in a tie for any individual members, a second vote shall be cast to determine a winner. Votes are not cumulative. If a single officer candidate does not receive a simple majority of the votes cast, additional votes will be taken between the two candidates that received the greatest number of votes until one receives a simple majority of the votes cast. The eight board member candidates that receive the most votes will take office. Nominations for officer or board member may be made in writing, including electronic notification, to the Secretary before the annual meeting, or, without notice, in person at the annual meeting.
- i. Vacancies.

- i. If an Officer or board member refuses or is unable to act for the duration of their term, a majority of the Board may declare that office vacant. Vacancies may be filled by majority vote of the members present at the next regular or special meeting.

j. Conflict of Interest:

- i. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall:
 - 1. fully disclose the nature of the interest and;
 - 2. withdraw from discussion, lobbying, and voting on the matter.
- ii. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

k. Removal.

- i. To remove an officer or board member:
 - 1. the remaining board members must vote affirmatively by two-thirds vote to recommend removal of that officer or board member for just cause to the members;
 - 2. a special meeting must be called within 30 days of that vote and notice of that meeting must be posted and published within the Territory at least 15 days before the special meeting; and
 - 3. at the special meeting, the members present must vote affirmatively by two-thirds vote to remove that officer or board member.

l. Committees.

- i. The Board may establish committees as necessary or as directed by the members. Committees may be comprised of board members or members, but at least one board member must sit on each committee. The board shall operate and maintain two standing committees including:
 - 1. Membership & Communications
 - 2. Development

6. Agreements.

- a. All agreements that will bind LCA must first be approved by the Board by two-thirds affirmative vote.

7. Amendments.

- a. Any amendments to these bylaws must be approved by a vote of two-thirds affirmative vote of the members present at the general or special meeting when the amendment will be considered, where proper notice has been given. The Secretary shall distribute notice of the general or special meeting where the amendment will be considered throughout the Territory at least thirty days before that meeting.

