

## **BYLAWS OF THE NORTH WEBSTER NEIGHBORHOOD COALITION**

### **ARTICLE I. NAME**

The name of this organization shall be the North Webster Neighborhood Coalition, hereafter referred to as "NWNC". It shall be a nonprofit organization incorporated under the laws of the State of Missouri.

### **ARTICLE II. PURPOSE**

The North Webster Neighborhood Coalition is a community non-profit that unites local residents, businesses and organizations to advance the well-being of residents in the Webster Groves area. The NWNC exists to preserve the historic African American identity and improve the overall quality of life in the Historic North Webster Groves area. The NWNC will achieve this purpose by building long-term residency, encouraging neighborhood renovation, preservation of homes, combating community deterioration, supporting properly managed growth and development, enhancing safety and security, promoting volunteerism and building community by joining neighbors together in a common cause.

### **ARTICLE III. BOUNDARY**

The NWNC boundaries are as follows; West boundary – East side of Rock Hill Road at West Kirkham going north to Des Peres Avenue. North boundary – North on Des Peres Avenue to the Webster Groves city limits to Glen Road and Marshall Avenue. East boundary – Starting at Glen Road and Marshall Avenue going south to Newport Avenue. East on Newport Avenue to the west side of West Kirkham. South boundary – West side of West Kirkham and Newport Avenue going south on West Kirkham to North Rock Hill Road. (See Attachment One)

### **ARTICLE IV. MEMBERSHIP**

- A. Membership in the NWNC shall be open to all residents, property owners, and business owners.
- B. A member shall be a resident, property owner, or business that has established membership in the NWNC. Each resident, property owner, or business shall be entitled to one vote.
- C. Yearly membership dues are \$20.00 per voting member.

## ARTICLE V. MEETINGS

- A. **General Membership Meetings** - There shall be a minimum of twelve (12) general membership meetings each year. The meetings shall be convened upon any day decided upon by the majority vote of the Membership. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven days advance notice to the general membership.
- B. **Special or Non-Regular Meetings** - Special meetings of the membership, Board of Directors or committees may be called by the President or by majority vote of the Board of Directors as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require three days advance notice to the general membership.
- C. **Annual Meetings** – An annual meeting shall be held during the month of November at a time and place designated by the President or Board of Directors.
- D. **Agenda** - Subject to the approval of the Board of Directors, the President shall prepare the agenda for general and special meetings of the membership. Any member may add an item to the agenda by:
1. Submitting the item in writing to the Board President at least seven (7) days in advance of the meeting or,
  2. Making a motion to the Board of Directors to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.
- E. **Quorum:** A quorum for any general or special meeting of the Neighborhood Coalition requires one- third of the voting membership.
- D. **Procedures:** Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

## ARTICLE VI. BOARD OF DIRECTORS

- A. **Number of Board Members** – The Membership shall determine the exact number of Director positions annually. There shall be seven (7) Directors. NWNC officers (President, Vice President, Secretary, and Treasurer) are automatically members of the Board of Directors. Other Board members are elected at large from the general membership. A majority of Board members must live within the designated boundaries as stated in Article III.
- B. **Eligibility for Board Service** – Only persons eligible for membership shall be qualified to hold an elected or appointed position.
- C. **Terms of Office** – The Officers of this NWNC shall hold office for a term on one (1) year or until successors are elected. The term of office shall begin at the close of the Annual Meeting.
- D. **Board Vacancies** – The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.
- E. **Election of Board Members** – Board members shall be elected annually by a vote of the membership at the annual meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the NWNC. Election to the Board of Directors requires a majority vote of the membership present.

## ARTICLE VI. OFFICERS

- A. **Duties of Board Members** - The Board shall have following responsibilities and powers:
  - 1. Manage the affairs of the NWNC.
  - 2. Make decisions and represent the interests of the NWNC on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
  - 3. Appoint committees to perform necessary functions and represent the Neighborhood Coalition.
  - 4. Establish a semi-annual work plan of priority issues and projects for maintaining and encouraging involvement in the NWNC to be presented at the first meeting of the current year.

**B. Election of Board Officers** - The Membership shall meet at a general meeting and, by majority vote of the members present, elect a President, Vice President, Secretary and Treasurer. The remaining Board members shall be members-at-large.

**C. Duties of Board Officers:**

1. **President:** The President shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The President shall represent the position of the Board and the interests of the NWNC.
2. **Vice President:** The Vice President shall perform the duties of the President in the President's absence and as authorized by the bylaws of the Board.
3. **Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the President with correspondence and maintain the non-financial files of the NWNC. The Secretary will maintain a list of Board members and their terms. The Secretary should also maintain a list of the general membership.
4. **Treasurer:** The Treasurer shall have charge of all funds belonging to the NWNC and shall receive, deposit and disburse funds for the NWNC in a financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

**D. Board Meetings:**

- A. **Regular Board Meetings** - There shall be quarterly regular Board meetings each year. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the Board members.
- B. **Special or Non-Regular Board Meetings** - Special meetings of the Board may be called by the President or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members.

## ARTICLE IX. NOMINATIONS, ELECTIONS, ANNUAL REPORTS AND INSTALLATION OF OFFICERS

- A. Nominations of Officers shall be made from the floor at the annual meeting or by a slate presented from a nominating committee.
- B. Election of Officers shall be held on the same day as the nominations.
- C. Upon installation of the Officers whose terms begin at the close of the Annual Meeting, all documents, records, and any materials pertaining to the duties of the office as designated in the bylaws which are in the possession of the outgoing Officers shall be submitted to the newly elected counterpart within 14 days of the installation.
- D. Any vacancy occurring during the term of any Officer shall be filled by appointment by the Board of Directors.
- E. Any officer can be removed from office by a 2/3rds majority vote of the Voting Members after a special meeting has been requested at least fourteen (14) days in advance.

## ARTICLE X. PROCEDURE FOR CONSIDERTION OF PROPOSALS

- A. **Submission of Proposals** - Any person or group, inside or outside the boundaries of the NWNC may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.
- B. **Notification** - The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.
- C. **Attendance** - The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.
- D. **Dissemination** - The Neighborhood Coalition shall record recommendations and dissenting views in the meeting minutes.

## ARTICLE XI. NONDISCRIMINATION

The NWNC will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

## **ARTICLE XII. ADMENDMENT OF BYLAWS**

All amendments to these bylaws must be proposed in writing and submitted to the Board of Directors for consideration. The Board of Directors will approve or reject the proposed amendment. If the amendment is rejected by the Board (with cause), the member may appeal to the membership for open consideration. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of ten (10) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.

## **ARTICLE XIII. GENERAL**

A. The rules in the current edition of Robert's Rules of Order shall govern the Neighborhood Coalition, the Board of Directors, and all subcommittees in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any special rules that the Neighborhood Coalition may adopt.

B. If any part of the Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected thereby, and only the affected portions are declared eliminated.

C. No officer, representative, spokesperson or member shall have any financial liability of the Neighborhood Coalition.

D. No officer, representative, spokesperson or member shall discriminate in employment and delivery of services in the exercise of the NWNC. We will not deny service to, or otherwise discriminate against, any person on the basis of race, color, religion, gender, sexual orientation, citizenship, marital status, age, national origin, ancestry, or physical or mental handicap.

## **ARTICLE XIV DISSOLUTION**

A. On dissolution of the NWNC, any funds remaining after payment of all debts will be distributed to one or more nonprofits with goals similar to North Webster Neighborhood Coalition.

**ARTICLE XV. ADOPTION OF BYLAWS**

These bylaws shall become effective upon passage, approval, or as otherwise provided by law.

ADOPTED AND APPROVED this 11 day of July, 2019

X Louis H. Davis Jr.  
Louis Davis  
President

X Constance Evans  
Constance Evans  
Secretary

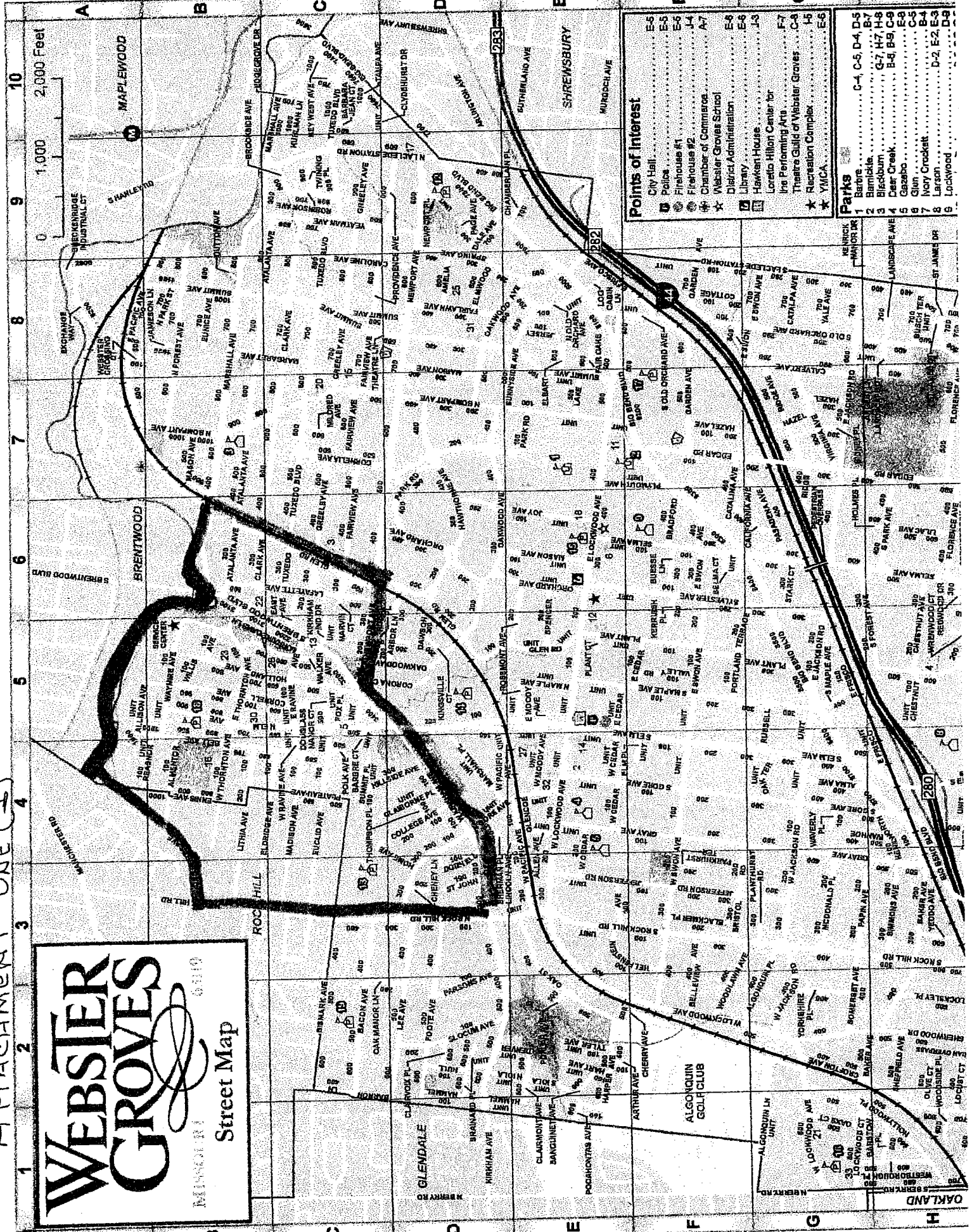
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ATTACHMENT ONE (A)

# WEBSTER GROVES

MISSOURI 63119

## Street Map



Points of Interest	
City Hall	E-6
Police	E-5
Firehouses #1	E-6
Firehouses #2	J-4
Chamber of Commerce	A-7
Webster Groves School	E-8
District Administration	E-8
Library	E-8
Hawken House	E-3
Loreto Hilltop Center for Performing Arts	F-7
Theatre Guild of Webster Groves	C-9
Recreation Complex	H-8
YMCA	E-6

Parks	
Barber	C-4, C-5, D-4, D-5
Barrick	B-7
Blackburn	G-7, H-7, H-8
Clear Creek	B-6, B-9, C-9
Gazabo	E-8
Glen	C-5
Iron Crockatt	B-4
Larson	D-2, E-2, E-3
Lockwood	D-3