

# By-Laws of Urban Neighbors

## Established May 2007

### Article I: Name

The name of the association shall be Urban Neighbors, Inc. The Neighborhood Association and shall also be known as the "UN."

### Article II: Purpose

**Mission Statement:** Urban Neighbors is a Downtown Oklahoma City Neighborhood Association organized to promote a sense of community and an exceptional living and working environment for the residents who live in the greater Downtown area.

**Vision Statement:** The organization will advocate on behalf of residents owning and renting property and on behalf of commercial property owners and businesses with an economic interest in the vitality of a quality residential environment in the area. Our primary focus will be those issues that impact quality of life, aesthetics, government services, transportation, community commercial and business services, cultural and entertainment venues, economic vitality and protection of existing and future resident capital investment in the Downtown area. We aim to improve and beautify our neighborhood, to educate our members in the prevention of residential crime and vandalism by working cooperatively with Oklahoma City Police Department (OCPD) and to improve neighborhood and community relationships. Urban Neighbors will not supersede or interfere with any mandatory Community Association or Condominium Association located in the downtown or Bricktown area; instead, U.N. will work as a cooperative of all neighbors living within the boundaries listed below.

### Article III: Boundaries

The organization shall serve the residents that live within these boundaries: North is 13<sup>th</sup> Street, South is the Oklahoma River, East is I-235/Broadway Extension, and West is Classen Boulevard.

### Article IV: Membership

**Section 1: Who Can Join:** Membership is open to any persons residing in, owning property in, promoting business in or supporting the residents located within the boundaries listed in Article III of these by-laws. Only persons who have paid the annual dues in full may vote on association business. Voting members must be 18 years of age or older.

**Section 2: Membership:** There are three categories of Membership:

**Resident Membership:** Any person who has a residence in or has a contract on a residence within the boundaries listed in Article III and pays his/her dues may join in this voting-member category. All resident memberships are individual, annual memberships. Each dues-paying resident is entitled to one vote on association business and must be present to vote. This is the only voting-member category.

**Business Membership:** Any person who owns, operates, or promotes a business or service and supports the mission of the organization may pay dues and join under this category. This is a non-voting category.

**Associate Membership:** Any person who supports the mission of the association and pays their dues may join in this category. This is a non-voting category.

**Section 3: Member in Good Standing:** All residents who have joined under the Resident Membership category above, adhered to the association's regulations and have paid their dues in full will be considered a member in good standing.

## **Article V: Dues**

**Section 1: Why Collect Dues:** Dues are collected for the sole purpose of carrying out the mission of the association. All members will be asked to pay dues annually. Dues are voluntary, however, only Resident Members in good standing may vote on association business.

**Section 2: Amount of Dues:** The amount of the dues for each membership category will be determined annually. The Executive Committee will make a recommendation to the membership at the annual general meeting (AGM) to be held in February of each year as to the amount of the yearly dues followed by a vote of the membership.

**Section 3: Dues and Membership Terms:** For members joining after February 2008, membership terms will run for a year from whenever a new member joins the association and the annual dues must be paid for this period.

**Section 4: Payment of Dues:** Annual dues must be paid before a new member is considered in good standing. Renewal dues are to be paid within 30 days of the end of the monthly anniversary of when the member joined the association. If a member joined before February 2008, their first renewal will be after the 2009 annual meeting.

**Section 5: Other Monetary Donations to the Organization:** Periodically, members may be asked to donate to other projects proposed and voted on by the association. These are voluntary payments and are not considered dues.

**Section 6: Who Pays Dues:** Dues are collected from all members in all of the three membership categories listed in Article IV.

## **Article VI: Meetings**

**Section 1: Time and Place of Meetings:** The Association will meet regularly at a time and place within the boundaries of the association that is convenient and easily accessible. Meeting dates and times should be consistent and rescheduled only as a last resort. When circumstances allow, members shall be notified electronically at least 3 days in advance of all cancelled meetings.

**Section 2: Special Meetings:** Special Meetings of the membership may be called by the Executive Committee with a 7-day notice.

**Section 3: Emergency Meetings:** The Executive Committee may find it necessary to call an Emergency Meeting, and not have time for the 7-day notice. This is to be done only in rare cases, and every effort to contact as many members as possible must be made. Electronic, telephone or personal messaging are all acceptable means of contacting members.

**Section 4: Extraordinary Meetings:** Eight (8) or more members can petition the President to hold an Extraordinary Meeting of the association. The Executive Committee shall then convene such a meeting within thirty (30) days.

**Section 5: Committee Meetings:** The Executive Committee and/or other committees of the association may meet at other times to conduct the business of the association.

**Section 6: Annual General Meeting:** The Association will hold an annual general meeting (AGM) in February of each year. The board will be elected and the amount of annual dues will be voted on at this meeting. Anyone is allowed to attend this meeting but only Resident Members in good standing (see Article IV) are allowed to vote at this meeting. The annual budget will be reviewed at the annual meeting and the Audit Committee (see Article X, Section 4) will make their report.

## **Article VII. Board of Directors/Board Officers**

**Section 1: Board Purpose:** The purpose of the Board is to encourage involvement and representation in activities from all areas of the Association and to assure the business of the Association is well-managed and professionally run. The Board of Directors sets the annual budget, oversees the financial

accountability of the Association, sets the annual goals of the Association and organizes committees and task forces to carry out the work of the Association.

**Section 2: Board Membership:** The Board will consist of a minimum of seven (7) and a maximum of eleven (11) Directors, all of whom must be Resident Members in good standing as defined in Article IV.

**Section 3: Board Meetings:** The Board shall meet at least quarterly and more often when directed by the Executive Committee. Board members should be given a 7-day notice of each meeting. Electronic messaging, U.S. mail, phone calls and personal contacts are all acceptable means of notification.

**Section 4: Board Officers/Executive Committee:** The Directors will elect Board officers at their first meeting from among the Board membership. Officers shall be President, Vice President, Secretary and Treasurer. These four officers will make up the Executive Committee. All Officer terms will be for one year.

**Section 5: Board Nominations:** The Executive Committee shall appoint a Nominations Committee of at least three members (none of whom are running for the board) to recruit board membership at least one month prior to the Annual General Meeting (AGM). The Nominations Committee shall announce its slate of Directors to the membership at least 1 week prior to the elections, which are to be held at the AGM. Nominations for board membership will also be accepted from the floor at the AGM.

**Section 6: Board Elections:** Directors shall be elected by a majority vote at the annual meeting. A roll call, voice or secret ballot election may be used. If the directors are not elected at the annual meeting the current directors hold office until an election can be held. All officers must be Resident Members and are expected to remain in good standing.

**Section 7: Board Terms:** To assure continuity in the Board, the three (3) members of the first elected body who served on the original interim UN Board will serve a one-year term and the rest will serve a two-year term. Thereafter, all Directors shall be elected for a two-year term. A Director may step down at any time by notifying the President, in writing, of his/her resignation.

**Section 8: Board Term Limits:** Directors can be elected to their office for two consecutive terms. After that they must sit out for a year before running for the board again.

**Section 9: Board Code of Conduct:** Officers and Members of the UN Board are expected to exhibit professional, cooperative, responsible, respectful and courteous conduct in all situations and actions that involve or represent the UN – both internally in the organization and externally in the community.

**Section 10: Board Removal:** A Board member may be removed from the Board for conduct unbecoming that violates the Board Code of Conduct. Any member in good standing may contact a member of the Executive Committee and ask for the issue to be placed on the agenda at a regularly scheduled or special meeting of the membership. A quorum must be present and a motion to remove from office will be accepted from the floor. There must be a majority vote of the members present in order for the motion to pass.

**Section 11: Removing and Replacing Board Officers:** Board Officers may be replaced by a 2/3rds vote of the Board if their effectiveness or conduct is deemed to necessitate removal. If an officer resigns or is removed from office, Board Members will vote on a replacement from the remaining Directors.

**Section 12: Replacing Board Members:** If a Board member resigns, dies, is removed from, or otherwise leaves office before the end of their term, the Executive Committee may hold a special election to replace them. Such an election must be held if the Board membership falls below seven (7) Directors. This election can be held at any regularly scheduled or special meeting, and nominations for a replacement will be accepted from the floor. Board members who are elected to fill a vacant position for part of a term are eligible to run for a full term in the following election.

**Section 13: Board Meeting Absences:** Directors who miss three (3) or more consecutive regular Board meetings may be subject to being asked to resign from Board membership.

### **Articles VIII: Officers Duties**

**Section 1: President:** The President shall be the principal executive officer of the Association and shall generally supervise the business and affairs of the Association. He/She shall preside over all Executive Committee meetings/Board meetings and shall be considered a non-voting, voluntary member of all other standing and ad-hoc committees. He/She presides over the annual and regularly scheduled meetings of the association. The President may represent the Association at other meetings in the community as needed. Committee chairs are appointed by the President in conjunction with the Executive Committee.

**Section 2: Vice President:** The Vice President shall assist the President as requested by attending committee meetings or other community meetings on behalf of the association. The Vice President performs the duties of the President in the event the President is unable to fulfill his/her responsibilities. He/She presides over meetings if the President is unable to attend. The Vice President is responsible for maintaining and always having a copy of the most up to date by-laws and any other Association policies and procedures at all meetings and for clarifying questions about these documents if they arise. The Vice President may also be called upon to assist the other officers in their duties, such as assuring association records are filed and organized.

**Section 3: Secretary:** The Secretary shall keep the minutes of all regularly scheduled meetings as well as all Executive Committee and Board meetings. The Secretary shall also be responsible for keeping and maintaining accurate records of all Association business, including but not limited to, all minutes, meeting notices, correspondence, copies of financial reports, copies of up to date by-laws, articles of incorporation paperwork, copies of all newsletters, copies of all requests for funds generated by the association and any other historical document that pertains to the ongoing business of the association. The Secretary will pass this information on to the next Secretary at the end of his/her term.

**Section 4: Treasurer:** The Treasurer shall be responsible for all funds of the Association. He/She shall receive and issue receipts for monies due and payable to the Association from any source and deposit all monies in the name of the Association in the financial institution selected by the Executive Committee. The Treasurer will prepare accurate and timely financial reports to be presented to all members at every regularly scheduled membership meeting and Executive Committee meetings. The Treasurer is responsible for assuring all bank statements and other Association records are kept neatly filed and safe. The Treasurer is responsible for assuring all residents are aware of the amount of the annual dues. The Treasurer is accountable for all expenditures of the Association and must keep accurate records, including receipts, to back up all transactions. The Treasurer shall prepare checks for payment; checks are to be signed by other Board members who have been given check-signing authority by the Board. The Treasurer shall sign checks as a last resort.

**Section 5: End of Term Handover:** All outgoing officers are expected to fully assist and explain the duties of their office to their successor and to provide all records and material related to this position.

### **Article IX: Executive Committee**

**Section 1: Executive Committee Membership:** The President, Vice President, Secretary and Treasurer make up the members of the Executive Committee.

**Section 2: Executive Committee Responsibilities:** The Executive committee shall manage the day-to-day operations of the association, working in cooperation with the Board of Directors. The Executive Committee is responsible for arranging the annual meeting, establishing committees and appointing committee chairs. They also make a recommendation to the membership at the annual meeting as to the amount of yearly dues.

**Section 3: Executive Committee Meetings:** Executive Committee members may meet outside of regular association meeting times. The Executive Committee should hold regularly scheduled meetings.

## Article X: Committees

**Section 1: Committee Chairs:** In conjunction with the Executive Committee, the President recruits and assigns the Committee Chairs as needed. All Committee Chairs must be members of the Association in good standing as defined in Article IV.

**Section 2: Committee Members:** Committee Chairs are responsible for assigning members to their respective committees. Committee members may be any person interested in the mission of the Association and must normally be dues-paying members of the association. At times, ad hoc members may be appointed to committees by the board, if needed, to provide guidance or expertise on particular issues. Only dues-paying members of the association may vote on committee business.

**Section 3: Standing Committee and Ad Hoc (as needed) Committees:** Both Standing and Ad Hoc Committees may be utilized to address neighborhood business. Standing committees are those committees that will meet year-round. Ad Hoc committees are convened on a short-term basis for a particular purpose and then disbanded.

**Section 4: Audit Committee:** One of the Ad Hoc Committees will be an Audit Committee.

a.) This committee will be made up of 3 members at large who are in good standing. These committee members shall be selected by the President and voted on by the Board of Directors at a regularly scheduled meeting.

b.) Audit Committee will review all the checks, bank statements, check signatures, receipts, deposits, etc. for the entire fiscal year.

c.) Audit Committee will make a report of their findings at the Annual General Meeting.

d.) The membership will then vote on whether to accept this report.

**Section 5: Committee Code of Conduct:** Committee Chairs and Members are expected to exhibit professional, cooperative, responsible, respectful and courteous conduct in all situations and actions that involve or represent the UN – both internally in the organization and externally in the community.

**Section 6: Removal of a Committee Chair or Members:** Committee chairs and members may be replaced by a 2/3rds vote of the Board if their effectiveness or conduct is deemed to necessitate removal.

## Article XI: Financial Accountability

**Section 1: Bank Account:** All Association funds shall be deposited in an account designated by the Executive Committee.

**Section 2: Checks:** The Treasurer shall prepare checks for payment; checks are to be signed by other Board members who have been given check-signing authority by the Board. The Treasurer shall sign checks as a last resort. All expenditures over \$250 will require signatures of two Board members with signature authority.

**Section 3: Financial Year:** The association's financial year shall run from January 1 to December 31.

**Section 4: Annual Budget:** A projected Annual Budget shall be approved by the membership at the Annual General Meeting. The Board may expend any funds outlined in the approved budget without prior membership approval. The Board may approve an expense that is not covered in the budget of up to \$1,000 without membership approval. Any larger such expenditure must be pre-approved by the membership.

**Section 5: Audit Committee:** The Audit Committee will convene once a year as outlined in Article X above.

## Article XII: Voting

**Section 1: Majority Vote Rules:** Unless otherwise indicated, all Association business is transacted using a voting system called Majority Vote, which means the winning candidate or resolution received at least one more vote than the next candidate or resolution on the ballot.

**Section 2: Must be Paid Member:** Only dues-paying Resident Members in good standing can vote on association business.

#### **Article XIII: Quorum**

**Section 1: Definition of Quorum:** A quorum is the minimum number of persons required to be present before association business can be voted on.

**Section 2: Quorum at Membership Meetings.** A quorum of fifteen (15) Residential Members in good standing are required for the transaction of official association business at the regular Association meetings.

**Section 3: Quorum at Executive Committee Meetings:** At least three (3) of the four (4) Executive Committee members be present at an Executive Committee meeting in order to transact committee business.

**Section 4: Quorum for Board of Directors Meetings:** A majority of the Board of Directors Members must be present in order for business to transpire at a Board meeting.

**Section 5: Quorum for Other Committees:** There is no quorum requirement for other Association committees.

#### **Article XIV: Winding-Up of the Organization**

**Section 1: Vote to Wind-Up:** The association can be wound-up by a 2/3rds vote of the membership.

**Section 2: Disposition of Association Assets:** Any remaining funds will be held in trust by Neighborhood Alliance of Central Oklahoma, Inc. until such time that a successor neighborhood association for the Downtown area can be re-constituted. If a successor organization is not reconstituted within three (3) years any such funds will be considered to be a donation to Neighborhood Alliance of Central Oklahoma, Inc.

#### **Article XV: By-Law Amendments and Rules of Assembly**

These by-laws may be altered or amended by a 2/3rds vote of the membership present at any regular or special membership meeting provided that notice to amend was given at least seven (7) days prior to the meeting and that the intent to vote on by-laws is placed on the notice. Outside of these by-laws, Roberts Rules of Order Newly Revised is the standard by which this organization conducts business.

By-Laws approved: \_\_\_\_\_

Date

\_\_\_\_\_  
Signature of President