

**AMENDED BY-LAWS**  
**MCKNIGHT NEIGHBORHOOD COUNCIL, INC.**

**ARTICLE I**

**SECTION I: NAME** The name of this Corporation is the McKnight Neighborhood Council, Inc.

**SECTION II: SEAL** The McKnight Neighborhood Council Seal is to be housed with the current administration and used only by vote of the McKnight Neighborhood Council, Inc.

**SECTION III: FISCAL YEAR** The fiscal Year of the corporation shall commence July 1<sup>st</sup> and end June 30<sup>th</sup>. An annual audit shall be conducted by two (2) council members, appointed by the President, who are not involved in council finances, within sixty (60) days of the close of each fiscal year.

**SECTION IV: PURPOSE**

**A.** The McKnight Neighborhood council shall promote maximum citizen participation in the planning and execution stages in all areas affecting the greater McKnight Neighborhood. Said areas shall include but not be limited to housing, education, health, employment, youth, elderly, and other economic and social service areas.

**B.** The McKnight Neighborhood Council shall also support and encourage programs of historic and neighborhood preservation and improvement, as well as promoting and encouraging social and economic pluralism in the McKnight Neighborhood.

**C.** The McKnight Neighborhood Council may also obtain funds, gifts, and property from any legal source.

**D.** The McKnight Neighborhood Council may engage in other legal activities which are consistent with its Articles of Organization.

**ARTICLE II**

**SECTION I: MEMBERSHIP**

**A.** Every person who resides within the boundaries of the McKnight Neighborhood (see McKnight Neighborhood District Map, Attachment A) shall be defined as a member. All residents eighteen (18) years of age and older of said McKnight area shall be eligible to vote in all Council elections and membership meetings, as well as be a candidate for the McKnight Neighborhood Council Board of Directors.

B. The McKnight Neighborhood Council shall not discriminate in its membership, leadership, or outreach in violation of any local, state, or federal law.

### **ARTICLE III**

**SECTION I: BOARD** The corporation shall have a Board of Directors consisting of a maximum of fifteen (15) members with a minimum of ten (10) members elected from the McKnight Neighborhood. Members of the Board of Directors shall be at least eighteen (18) years of age, with the exception of the at-large youth representative, and must reside within the Election District which they represent. At-large representatives may reside anywhere within the McKnight Neighborhood.

The McKnight Neighborhood shall be defined as three (3) election districts of approximately equal population as outlined on the McKnight Neighborhood Map (see Attachment A). Each Election District shall elect up to four (4) representatives to the Board of Directors. In addition, there shall be three representatives elected at large. Each representative shall be elected to a two year term.

The designated at-large seats shall be:

- 1) a senior citizen 60 years of age or older;
- 2) a youth representative, who must be between 14 and 20 years of age;
- 3) any resident 14 years of age or over.

**SECTION II: ELECTION PROCEDURE** Each district candidate for a seat on the Board of Directors shall be required to collect the signatures of ten (10) residents eighteen (18) years of age or older from the district he/she seeks to represent and such candidate shall be a resident of that district.

Each at-large candidate shall be required to collect the signatures of twenty (20) McKnight Neighborhood residents eighteen (18) years of age or older, with a minimum of five (5) signatures from each district.

Elections shall be held annually in coordination with the City of Springfield's Department of Human Services or its successor.

Fifty percent (50%) of the seats in each Election district shall be elected in each even numbered year. The other fifty percent (50%) shall be elected in each odd numbered year. The at-large representatives shall be elected in each odd numbered year.

Notices to file as a candidate must be posted in public places in all three (3) neighborhood

districts at least twenty-one (21) days prior to the last day of filing. The notice shall include the time, date, and place of the election and the deadline for filing nomination papers. In addition, two (2) similar notices shall be published in the Springfield newspapers, the first at least twenty-one (21) days before the filing deadline and the second at least fourteen (14) days before the filing deadline.

Election voting places shall be within the McKnight Neighborhood and voted upon by the McKnight Neighborhood Council Board prior to each election.

The second notice of the election will be posted in public places in all three(3) neighborhood districts, and, if the council maintains a website, the notice shall be posted on that website.

There shall be an impartial election commission, with the Chairperson being elected by the McKnight Neighborhood Council Board, convened to assist in the election by validating the candidates and supervising the balloting on election day. The Chairperson cannot be a candidate for election to the Board.

Voting shall be by secret ballot. Voters will be identified by such items as Medicaid cards, driver's licenses, utility bills, residence lists, library cards, etc.

Each voter may vote for two(2) district representative candidates from his/her district and one candidate for each of the three at-large categories.

**SECTION III: ASSUMPTION OF OFFICE** Each successful candidate assumes office on the first day of the month which follows the month he/she was elected. In the event of a tie vote, the Board of directors shall determine which candidate shall be seated.

## **ARTICLE IV**

**SECTION I: OFFICERS** The officers of the Board shall be President, Vice President, Secretary/Clerk and Treasurer. The Board may also elect an Assistant Secretary, an Assistant Treasurer, and any other officers as determined by the Board. Board officers shall be either district or at-large representatives, and may not hold any one office for a period of longer than five (5) consecutive years.

**SECTION II: OFFICER NOMINATIONS** The report of the Nomination Committee of its nominations for Board Officers shall be sent to all Board members at least seven(7) days before the date of the Board meeting at which Officer elections shall be held. Immediately following the presentation of the Nominating Committee report at the Board meeting, nominations may be made from the floor by any Council member provided the consent of the nominee shall have been secured.

**SECTION III: OFFICER ELECTIONS** The election of officers shall be annually, within thirty (30) days after McKnight Neighborhood Council Board elections. The Officers shall be elected by the Board and election will be by secret ballot, provided that when there is but one nominee for each office, the secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee or proxy voting shall not be permitted.

**SECTION IV: DUTIES OF OFFICERS**

**A. President:** The President shall preside at all meetings of the Executive Committee, Board of Directors, and Council. He/she shall act as a co-signer with the Treasurer, sign or endorse checks, drafts and notes. He/she shall be, ex officio, a member of all committees except the Nominating Committee. He/she shall have the usual powers of supervision and management as may pertain to the Office of President and perform such other duties as may be designated by the Board.

**B. Vice President:** The Vice President shall, in the event of absence, disability, or death of the President, possess all the powers and perform all the duties of that office until such time as the Board shall elect one of its members to fill the vacancy. The Vice President shall perform such duties as the President and the Board may designate; shall co-sign checks, drafts, etc. in the absence of the President by vote of the Board.

**C. Secretary/Clerk:** The Secretary/Clerk shall keep minutes of all meetings of the Board and its Executive Committee and the attendance records of same. He/she shall maintain a Book of Minutes for the Corporation. He/she shall notify all Board members of their election.

**D. Assistant Secretary:** The Assistant Secretary shall assume all duties of the Secretary/Clerk in his/her absence and assist the Secretary as needed.

**E. Treasurer:** The Treasurer is the official Financial Officer of the Board. He/she shall be the co-signer on all checks, drafts, etc. The Treasurer shall collect and receive all monies, shall deposit same in a bank or banks designated by the Board, and shall disburse same only upon order of the Board. He/she shall present financial statements to the Board at regular meetings and a financial report at the Annual Meeting.

**F. Assistant Treasurer:** The Assistant Treasurer shall assume all duties of the Treasurer in his/her absence, except the duty of co-signer on checks, drafts, etc., and assist the Treasurer as needed.

**SECTION V: OFFICER VACANCIES** In the event an officer resigns or should a vacancy otherwise occur, the Board shall elect a successor if more than four (4) months remain before the next annual election of officers.

**SECTION VI: BOARD VACANCIES** Should a member resign by notifying the President in writing, or should a vacancy occur by some other means, then a new Board member shall be seated within forty-five (45) days. The seat shall be filled by the next runner-up from the previous election in the appropriate district, or at-large category. If there had been no such runner-up in the appropriate category or if the runner-up is unavailable to serve, the Board shall fill said vacancy.

**SECTION VII: ABSENTEES** Upon three (3) consecutive unexplained absences by a Board member, the Board may authorize the President to request said Board member to resign.

**SECTION VIII: RECALL** Upon receipt of a petition requesting the recall of a representative containing the signatures of five percent (5%) of the residents eighteen or older within an election district, a Special Election shall be called within forty-five days. Said election shall be held in accordance with Article III, Section II.

## **ARTICLE V**

**SECTION I: MEETING DAYS** The Board shall designate regular monthly meetings.

- A. The Board shall meet at least monthly, or on the call of the President of the Board.
- B. Notices shall be sent out to the Board members at least seven (7) days prior to the meeting dates.

**SECTION II: QUORUM** A quorum for any business of the board shall consist of five members. No member may vote by proxy at any meeting.

**SECTION III: NOTICE OF SPECIAL MEETING** notices of special meetings shall be given by mail or other delivery to each Board member at least two (2) days before the date of such meeting. Such notice shall state the purpose of the meeting and no other business shall be transacted.

**SECTION IV: SPECIAL MEMBERSHIP MEETING BY PETITION** Any ten (10) Council members may by signed petition instruct the Board to call a special General Membership Meeting. This petition must be received by the President ten (10) days prior to the date of this meeting. Provisions for notice and quorum for such a meeting are in Article VI, Section II.

## **ARTICLE VI**

**SECTION I: BOARD MEETINGS** All Board meetings shall be open to the general membership, who will have the opportunity to express themselves when designated by the Chair or other Board member.

**SECTION II: MEMBERSHIP MEETINGS** The Board will hold membership meetings periodically, at which time the membership will express their concerns. The meetings will be called by the Board and notice of the meeting will be posted in public places in all three (3) election districts at least twenty-one (21) days prior to the meeting. Twenty (20) members shall constitute a quorum for conducting business and all three (3) election district shall be represented.

**SECTION III: ANNUAL MEETING** One general membership meeting will be the Annual Meeting. It shall be held within forty-five (45) days prior to the annual Board of Director elections. In conjunction with the Annual Meeting and at least fourteen (14) days before it, a notice of the meeting will be posted in public places in all three(3) neighborhood districts, and, if the council maintains a website, the notice shall be posted on that website. In addition, two (2) notices of the Annual Meeting will be published in the Springfield newspapers, the first at least fourteen (14) days before the meeting and the second at least seven(7) days before the meeting.

**SECTION IV: ALL MEETINGS** All meetings will be conducted by the latest revised Roberts Rules of Order.

## **ARTICLE VII**

**SECTION I: EXECUTIVE COMMITTEE** There shall be an Executive Committee consisting of all the officers of the Corporation. The President shall convene the Executive Committee by giving all members 24-hour notice of the meetings. The Executive Committee shall have the power to act for the Board of Directors on business that does not admit of delay until the next Board meeting. An action of the Executive Committee shall be submitted to the Board for its information and approval at its next regular Board meeting.

**SECTION II: NOMINATING COMMITTEE** The President shall appoint a five (5) member Nominating Committee annually, consisting of two Board members and three non-Board members, one from each election district. The President shall present the names of Nominating Committee members to the Board at their regular meeting immediately prior to the Council's Annual Meeting, and to all Council members at the Annual Meeting. The Nominating committee shall nominate Officers for election by the Board at a meeting held within thirty (30) days after annual Board of director elections.

**SECTION III: BOARD COMMITTEES** With the exception of the Executive Committee and the Nominating Committee, the Board shall establish Committees and approve Committee charges annually. The President shall appoint all committee Chairs, who can be either non-Board or elected Board members. Ideally, a majority of the membership on any of these board committees shall be non-Board members of the Council. All meetings of said Board Committees shall be open to all council members except those held in executive session to discuss personnel issues or pending litigation.

**SECTION IV: AD HOC COMMITTEES** The President shall have the authority to establish ad hoc Committees to address new or special areas of concern from time to time, subject to the approval of the Board.

## **ARTICLE VIII**

**SECTION I: INDEMNIFICATION** Each Director or Officer, present or former, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit, or proceeding in which he/she may be involved by reason of his/her being or having been such Director or Officer. Such expenses to include the costs of attorney's fees and reasonable settlements made with a view to curtailing cost of litigation. Such indemnification shall include the payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he/she shall be adjudicated to be not entitled to indemnification. The Corporation shall not indemnify any such Director or Officer with respect to matters as to which he/she shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his/her action was in the best interests of the Corporation, or in respect of any matter on which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonable be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any such officer may be entitled as a matter of law. In determining the reasonableness of any settlement, the judgment of the Board of Directors shall be final.]

## **ARTICLE IX**

**SECTION I: BY-LAWS** These By-laws can be amended at any general membership meeting by two-third of those present, provided the amendment was included in its entirety in the membership meeting notice.