

**BYLAWS
OF THE
MAPLE PARK NEIGHBORHOOD ASSOCIATION**

Article I - Name

The organization shall be known as the Maple Park Neighborhood Association ("MPNA").

Article II - Purpose

The Maple Park Neighborhood Association is incorporated in the state of Missouri as a non-profit corporation. The MPNA is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

The boundaries of the Maple Park Neighborhood shall be 69 highway (Vivion Road – excluding Claycomo) on the north, Randolph Road on the east, 48th street on the south, and North Brighton on the west.

Assistance and aid is to be given to all residents of the community in a fair and impartial manner without regard to race, creed, national origin, religion, age, sex, or sexual preference. The goals of the MPNA shall include, but not limited to, the following:

- a. Lessen neighborhood tensions by encouraging interest, participation and awareness of community needs and improvements.
- b. Combat community deterioration and neighborhood crime.
- c. Encourage personal pride among community residents: and
- d. Care in the maintenance of the area's public easements, parkways, parks and any facility of any kind dedicated to the community use which now exists or which hereafter shall be installed or constructed therein.

Article III - Membership

Section 1. Any reference in these bylaws to "Executive Board" or "Board of Directors" refers to the Board of Directors.

Section 2. Membership in the MPNA will be extended to those who are current residents in the community and have been for at least thirty (30) days. Each such member over the age of 18 will be entitled to one vote at any meeting of the membership of the MPNA. No member may vote by proxy.

Section 3. In the event of a dispute as to an individual's right to membership, the Executive Board shall be the sole judge of that individual's qualifications under these bylaws.

Section 4. Dues paid to the MPNA shall be by donation only.

Section 5. Members must notify the Secretary of any change of address. Failure to do so shall be deemed a waiver of any notice by these Bylaws or the rules and regulations of the MPNA.

Article IV - Meetings of the MPNA

Section 1. The MPNA must meet a minimum of nine times a year, with one of those meetings being held in May. Meetings will be held at a time and place determined by the Executive Board.

Section 2. Members of the Executive Board will be elected at the May meeting.

Section 3. Special meetings of the MPNA may be held at any time as called for by the Executive Board.

Section 4. The members of the MPNA shall be notified by the Secretary, President or the Vice President (or their delegates) by a printed or written notice delivered to each household in flyer form, posted on the Maple Park web site (if such exists), or posted on signs at three separate locations at least three (3) days prior to each regular and special meeting. The notice shall state the time and place of the meeting. If the meeting is a special meeting, the notice must state the purpose of the meeting.

Section 5. There is no quorum requirement for MPNA meetings. A quorum of ten (10) MPNA members is required to conduct business and/or vote any issue. All matters will be decided by a majority vote of those present.

Article V - Elections

Section 1. The Executive Board shall appoint a Nominating Committee in April of each year. The Nominating Committee shall be composed of three (3) current Executive Board members. One shall be the Vice President, who will serve as chairman. No person shall serve more than two (2) consecutive years on the Nominating Committee unless that person must serve by virtue of being the Vice President.

Section 2. The Nominating Committee shall nominate no more than ten (10) people to serve on the Executive Board. The Committee nominations will be presented at the May meeting if there are fewer than seven (7) nominees after all nominations are made from the general membership. If there are more than seven (7) nominees, the recommendations of the committees will not be presented.

Section 3. Beginning the day after the April meeting, any member of the MPNA may nominate another member to serve on the Board of Directors by presenting the nomination in writing (electronic or hardcopy) to an existing MPNA Board member, or the webmaster of the MPNA web site, if such exists.

Section 4 All electronic nominations shall be confirmed with the member making the nomination, either by telephone or by contact in person, before the nomination becomes official.

Section 5. Only members of the MPNA who have consented to serve if shall be eligible for nomination, whether by Nominating Committee or MPNA general membership.

Section 6. No person shall serve more than three consecutive years as an officer or more than two consecutive years in the same office of the MPNA unless deemed in the best interest of the MPNA by a 2/3 vote of the general membership.

Section 7. The election shall be by ballot. Those elected shall serve a one-year term, beginning with first board of directors meeting after the May election and end at the officers election the following

year. To qualify to serve as a director, each candidate must receive a minimum of thirty percent (30%) of the popular vote when more than ten candidates are nominated. When 10 (ten) or less are nominated, a minimum of forty percent (40%) is required.

Section 8. The names of the newly elected Executive Board and officers shall be posted in the next MPNA newsletter and/or MPNA web site, if such exists.

Section 9. The Nominating Committee shall be responsible for the installation ceremony, if any.

Article VI - Executive Board

Section 1. The corporate powers of the MPNA shall be vested in the Executive Board. The Executive Board shall consist of up to ten (10) directors, up to four (4) of who shall also serve as officers.

Section 2. Two-thirds of the Executive Board shall constitute a quorum. A quorum shall not be required to exercise the powers of the Executive Board except where specifically provided. Matters to be decided by the Executive Board shall be decided by a majority vote unless specifically provided. No Board member may vote by proxy.

Section 3. Any member of the Executive Board who handles any MPNA funds will keep accurate financial records that will be included in the annual report. All money must be turned over to the Treasurer, or his/her designate, within seventy-two (72) hours of the completion of the activity that required the handling of MPNA funds. Any member of the Executive Board who handles MPNA funds shall be held accountable for said funds.

Section 4. The Executive Board shall make all rules and regulations necessary for the conduct, management and control of the property, affairs and business of the MPNA.

Section 5. The Executive Board shall maintain and provide copies of all rules and regulations necessary for the conduct, management and control of the property, affairs and business of the MPNA when requested by a MPNA member.

Section 6. The Executive Board may purchase, disburse or discard equipment for the MPNA only after securing general membership approval.

Section 7. The Executive Board shall employ and discharge at will all agents, servants and employees of the MPNA, prescribe their duties, fix their compensation (if any) and, in its discretion, may require they post a bond or other security.

Section 8. The Executive Board will maintain and provide copies of these by-laws and other public records relating to the business of the MPNA upon request of any MPNA member.

Section 9. All members of the Executive Board must be members of the MPNA.

Section 10. Upon leaving the Executive Board, all Board members must turn over to the President or Vice President (or, in the case both shall be leaving, any other Board member) all papers, records, books, and other property belonging to the MPNA or reflecting the business of the MPNA.

Section 11. Regular meetings shall be held at such times and places as the Executive Board may designate. One meeting must be held within fourteen (14) days after the May MPNA meeting, at which time the newly elected Board shall select its officers. Special meetings may be called by the President, Vice President, or the President's designate. Notice of special meetings must be provided to all Executive Board members; if by mail, notice must be mailed at least three (3) days before the date of the meeting; if by hand-delivery or orally, at least one (1) day before the date of the meeting; if by posting on the MPNA web site, if such exists, at least three (3) days before the date of the meeting. All notices of special meeting must state the time, place, and purpose of the meeting.

Section 12. It is not required that the MPNA be notified of Board meetings, but members of the MPNA shall be permitted to attend if they desire, and the Board shall lack the power to deny such attendance. However, the Board may exercise its discretion to close a meeting to the extent that it involves the discussion of the following matters:

- a. Legal actions, privileged communications with attorneys, and settlement negotiations;
- b. Hiring, firing, disciplining, or promoting employees and other agents; or
- c. The removal of Board members or officers.

Section 13. If a Board member fails to attend three (3) consecutive Board meetings, the remaining Board may vote to remove that person from the Board. The vote must occur, if at all, after the third missed meeting, and the member shall be removed unless his absences are specifically excused by a two-thirds vote of the remaining Board.

Section 14. A Board member may be removed from office by a majority vote of the Board or by majority vote of the membership for any reason. The vote may be taken at a regular or special meeting of the Board or the MPNA.

Section 15. In case of a vacancy on the Board occurring between May meetings of the MPNA, the remaining Board may appoint another eligible member to fill the vacancy until a successor is elected.

Section 16. All meetings will be conducted in accordance with Roberts Rules of Order in Brief, 10th Edition. If these Bylaws make provisions different than those found in Robert's Rules of Order in Brief, 10th Edition, then the provisions in the Bylaws shall be followed.

Section 17. The order of business for all meetings shall include the following:

- a. Call meeting to order
- b. At the May meeting, elect Board of Directors
- c. Secretary's Report
- d. Treasurer's Report
- e. Board and/or committee reports
- f. Unfinished business
- g. New business
- h. Other business
- i. Adjournment

Section 18. Board members shall not receive compensation for their services.

Section 19. The Maple Park Neighborhood Association Board of Directors shall not engage the MPNA in any activities that are political in nature or involve Kansas City Missouri tax revenue funding without the majority approval of the membership.

Article VII - Officers

Section 1. The officers shall be: President, Vice President, Secretary and Treasurer. The same person may hold the offices of Treasurer and Secretary.

Section 2. Members of the Executive Board shall elect the officers. Officers will serve for a one-year term commencing immediately upon election. A quorum is required for this matter.

Section 3. The Executive Board may name other or assistant officers who shall hold office at the will of the Executive Board.

Section 4. The Executive Board may remove any officer at its pleasure, and any vacancy caused by the removal, resignation, death, cessation of membership or other reason on the Executive Board may be filled by the Executive Board as it may deem appropriate. A quorum is required for any decision to remove an officer under this section.

Section 5. The President or Vice President shall preside over all meetings of the membership and Executive Board. The president shall sign all instruments of writing to be executed by said Executive Board, and perform such other duties as may be conferred upon him by the Executive Board, but his authority shall be subject to the control and direction of the Executive Board at all times. The President shall also monitor the activity of all committees, and to facilitate this duty, shall have the right to attend and participate in all committee meetings to the extent deemed appropriate by the President.

Section 6. The Vice President shall perform all the duties of the President when the President is unavailable or unable to do so.

Section 7. The Secretary shall keep a permanent and complete record of all proceedings of each meeting of the Executive Board and of all meetings of the MPNA and keep all Board members informed of all such proceedings whenever called upon. The Secretary shall also keep a list of all members of the MPNA and their addresses and a current copy of the bylaws.

Section 8. The Treasurer shall receive and deposit all moneys belonging to the MPNA in such bank or banks as the Executive Board may direct and keep a true and detailed account of all moneys received and paid out. The Treasurer shall make a financial report at all regular meetings of the Executive Board, at all regular meetings of the MPNA, and at all special meetings if so directed by the Executive Board.

Article VIII - Committees

Section 1. Committees may be formed and committee members appointed at MPNA meetings or Executive Board meetings.

Section 2. Members of committees must be appointed by the President from the membership.

Section 3. Membership in the various committees may be open to any MPNA member.

Section 4 The committees shall at all times be open and receptive to the thoughts, ideas and suggestions of the membership.

Article IX - Fiscal Matters

Section 1. The fiscal year shall begin June 1 and end May 31.

Section 2. All checks shall be signed by any two of the following officers: President, Vice President, Secretary or Treasurer.

Section 3. All funds of the MPNA shall be deposited to the credit of the MPNA in such banks as the Executive Board may select.

Section 4. The funds of the MPNA shall be deposited only in a savings institution that is covered by the Federal Deposit Insurance Corporation.

Section 5. No cash withdrawals may be made from any MPNA account for any reason.

Section 6. No part of the net earnings of the MPNA shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the corporation* shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

No substantial part of the activities of the MPNA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation* shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the MPNA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article X - Amendments

Section 1. These bylaws may be altered, amended, added to or repealed at any meeting of the MPNA membership by a two-thirds vote of those present.

Section 2. All amendments will be announced in the newsletter, posted on the MPNA web site (if such exists) and/or announced at the next MPNA meeting.

Addendum I
Maple Park Neighborhood Association
Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Maple Park Neighborhood Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists

3. **Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- 4. Violations of the Conflicts of Interest Policy**
- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

These bylaws were adopted by the general membership of the MPNA (by a two-thirds vote) on June 21, 2005

First Amendment
To the Maple Park Neighborhood Association Bylaws

Dated: September 20, 2005

Amended: Article V, Section 2

Amended to read:

The Nominating Committee shall nominate no more than ten (10) people to serve on the Executive Board. The nominees will be presented at the May meeting of the MPNA, at which time additional nominations may be made from the floor

Amended: Article VI, Section 1

Amended to read:

The corporate powers of the MPNA shall be vested in the Executive Board. The Executive Board shall consist of up to ten (10) directors, up to four (4) of who shall also serve as officers.

This first amendment to the Maple Park Neighborhood Association bylaws was approved by the general membership (more than two-thirds) at the September 20, 2005 membership meeting.

Second Amendment
To the Maple Park Neighborhood Association Bylaws

Dated: June 20, 2006

Amended Article II

Amended to Read:

The Maple Park Neighborhood Association is incorporated in the state of Missouri as a non-profit corporation. The MPNA is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

The boundaries of the Maple Park Neighborhood shall be 69 highway (Vivion Road – excluding Claycomo) on the north, Randolph Road on the east, 48th street on the south, and North Brighton on the west.

Assistance and aid is to be given to all residents of the community in a fair and impartial manner without regard to race, creed, national origin, religion, age, sex, or sexual preference. The goals of the MPNA shall include, but not limited to, the following:

- e. Lessen neighborhood tensions by encouraging interest, participation and awareness of community needs and improvements.
- f. Combat community deterioration and neighborhood crime.
- g. Encourage personal pride community among residents: and
- h. Care in the maintenance of the area's public easements, parkways, parks and any facility of any kind dedicated to the community use which now exists or which hereafter shall be installed or constructed therein.

Amended: Article V, Section 7

Amended to read:

Section 7. The election shall be by ballot. Those elected shall serve a one-year term, beginning with first board of directors meeting after the May election and end at the officers election the following year. To qualify to serve as a director, each candidate must receive a minimum of thirty percent (30%) of the popular vote when more than ten candidates are nominated. When 10 (ten) or less are nominated, a minimum of forty percent (40%) is required.

Amended: Article IX

Add the following Section 6:

Section 6. No part of the net earnings of the MPNA shall inure to the benefit of, or be distributable to, any of its members, trustees, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes.

No substantial part of the activities of the MPNA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation* shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the MPNA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This second amendment to the Maple Park Neighborhood Association bylaws was approved by the general membership (more than two-thirds) at the June 20, 2006 membership meeting.

Third Amendment

To the Maple Park Neighborhood Association Bylaws

Dated: August 15, 2006

Amended: Article VI

Add the following Section 19:

The Maple Park Neighborhood Association Board of Directors shall not engage the MPNA in any activities that are political in nature or involve Kansas City Missouri tax revenue funding without the majority approval of the membership.

Fourth Amendment

To the Maple Park Neighborhood Association Bylaws

Dated: October 21, 2008

Amended: Article V

Section 6

No person shall serve more than three consecutive years as an officer or more than two consecutive years in the same office of the MPNA unless deemed in the best interest of the MPNA by a 2/3 vote of the general membership.

This fourth amendment to the Maple Park Neighborhood Association bylaws was approved by the general membership (more than two-thirds) at the October 21, 2008 membership meeting.

****Note: All the above amendments are already included in the text of the above MPNA bylaw document.***