

# Bylaws of Urban Neighbors, Inc.

Established May 2007, Amended February 2018

## Article I: Name

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

## Article II: Purpose

### Mission Statement

Urban Neighbors is downtown Oklahoma City's neighborhood association dedicated to civic advocacy, charity, and community involvement.

### 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 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 13th 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 bylaws. 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.

## Section 4: Member Code of Conduct

Members of UN 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 5: Member Removal

A member may be removed from UN for conduct unbecoming that violates the Member Code of Conduct. Any member in good standing may contact a member of the Leadership Team 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 the member will be accepted from a Leadership Team Member. There must be a 2/3 vote of the Leadership Team present in order for the motion to pass.

## 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. 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 Leadership Team 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

Membership terms run from February through January. Dues for existing members should be paid in February. New members that join mid-year will be reset in February.

### 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 in February at the beginning of the membership term. The exception is for members setup for automatic payments, which are processed annually on the date they enrolled.

### 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.

## **Section 7: Dues Are Non-Refundable**

Annual dues paid to Urban Neighbors are non-refundable.

# **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 three (3) days in advance of all cancelled meetings.

## **Section 2: Establishment of Quorum**

The Leadership Team shall ensure a quorum is present in accordance with Article XIII before any official meeting business takes place.

## **Section 3: Special Meetings**

Special Meetings of the membership may be called by the Leadership Team with a five (5) day notice.

## **Section 4: Emergency Meetings**

The Leadership Team may find it necessary to call an Emergency Meeting, and not have time for the five (5) 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 5: Extraordinary Meetings**

Eight (8) or more members can petition the Leadership Team to hold an Extraordinary Meeting of the association. The Leadership Team shall then convene such a meeting within thirty (30) days.

## **Section 6: Committee Meetings**

The Leadership Team and/or other committees of the association may meet at other times to conduct the business of the association.

## Section 7: Annual General Meeting

The Association will hold an annual general meeting (AGM) in February of each year. The Leadership Team 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. Leadership Team

### Section 1: Leadership Team Purpose

The purpose of the Leadership Team 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 Leadership Team 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: Leadership Team Membership

The Leadership Team will consist of a minimum of four (4) and have no maximum number, though all must be Resident Members in good standing as defined in Article IV, with the exception of business members allowed per Article VII Section 14. In addition, the Leadership Team may have one ex officio member appointed by Downtown OKC Inc.

### Section 3: Leadership Team Meetings

The Leadership Team shall meet monthly. Leadership Team members should be given a seven (7) day notice of each meeting. Electronic messaging, U.S. mail, phone calls and personal contact are all acceptable means of notification. The Leadership Team 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.

### Section 4: Treasurer

In a Leadership Team style of operation, the only formal, named position is that of Treasurer. The Leadership Team will elect a Treasurer at their first meeting from among the Leadership Team membership.

## Section 5: Leadership Team Nominations

Nominations for the Leadership Team shall be accepted from the association members throughout the year by the existing Leadership Team, which will vote on acceptance to the team. However, Leadership Team members not elected by the full association membership at the AGM shall be required to be affirmed by the full membership at the following AGM.

## Section 6: Leadership Team Elections

Leadership Team Members shall be elected by a majority vote at the annual meeting. A roll call, voice, or secret ballot election may be used. If the Leadership Team Members are not elected at the annual meeting the current Leadership Team Members hold office until an election can be held. All Leadership Team Members must be Resident Members and are required to remain in good standing.

## 7: Leadership Team Term Limits

There are no term limits for Leadership Team Members, but all existing Leadership Team Members must be re-affirmed by vote of the association members at each AGM.

## Section 8: Leadership Team Code of Conduct

Leadership Team 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 9: Removal from Leadership Team

A Leadership Team member may be removed for conduct unbecoming that violates the Leadership Team Code of Conduct. Any association member in good standing may contact a member of the Leadership Team 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 10: Removing and Replacing the Treasurer

The Treasurer may be replaced by a 2/3rds vote of the Leadership Team if their effectiveness or conduct is deemed to necessitate removal. If the Treasurer resigns or is removed from office, Leadership Team Members will vote on a replacement from their remaining members.

## Section 11: Replacing Leadership Team Members

If a Leadership Team member resigns, dies, is removed from, or otherwise leaves office before the end of their term, the Leadership Team shall make best efforts to backfill vacated offices via the process outlined in Section 5.

## Section 12: Leadership Team Meeting Absences

Leadership Team Members who miss three (3) or more consecutive regular Leadership Team meetings may be subject to being asked to resign from Board membership.

## Section 13: Leadership Team Member Exception

If a Leadership Team member relocates outside of the Association's boundaries while holding office, causing them to lose status as a Resident Member, the member may choose to remain in office throughout the remainder of their term, if they remain in good standing from either their existing Resident Member dues or by renewing as an Associate Member. The Leadership Team member remains a voting-member until their term expires, regardless of status as Resident or Associate Membership. If a Leadership Team member relocates outside of the Association's boundaries while holding office, and chooses not to remain in their office for the remainder of their term, the Leadership Team shall absorb their duties and replace them via the process outlined in Section 5.

## Section 14: Business Member Leadership Team Representative

One (1) Leadership Team Member may be a Business Member in good standing. This is a non-voting position but will provide insight and advocacy for Business Members in Leadership Team activities.

# Articles VIII: Leadership Team Duties

## Section 1: Non-Financial Tasks

The Leadership Team will divide tasks among the Leadership Team or Committee Members at each Leadership Team Meeting. Tasks may include but not be limited to:

- Arranging meetings/locations
- Notices to members
- Setting agendas
- Presiding over meetings
- Keeping meetings on time and orderly

- Arranging for speakers
- Arranging for meeting refreshments
- Assigning committee members and chairs
- Having a copy of bylaws at every meeting
- Keeping minutes of all meetings and filing appropriately
- Staying in touch with City Officials on behalf of the association
- Attending one-time-only officer training with Neighborhood Alliance

## Section 2: 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 Leadership Team. The Treasurer will prepare accurate and timely financial reports to be presented to all members at every regularly scheduled membership meeting and Leadership Team 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 Leadership Team members who have been given check-signing authority. The Treasurer shall sign checks as a last resort.

## Article IX: Committees

### Section 1: Committee Chairs

The Leadership Team 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 be dues-paying members of the association. At times, ad hoc members may be appointed to committees by the Leadership Team, 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.

- This committee will be made up of three 3 members at large who are in good standing. These committee members shall be selected by the Leadership Team at a regularly scheduled meeting.
- Audit Committee will review all the checks, bank statements, check signatures, receipts, deposits, etc. for the entire fiscal year.
- Audit Committee will make a report of their findings at the Annual General Meeting.
- 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 Leadership Team if their effectiveness or conduct is deemed to necessitate removal.

# Article X: Financial Accountability

## Section 1: Bank Account

All Association funds shall be deposited in an account designated by the Leadership Team.

## Section 2: Checks

The Treasurer shall prepare checks for payment; checks are to be signed by other Leadership Team members who have been given check-signing authority. The Treasurer shall sign checks

only as a last resort. All expenditures over \$250 will require signatures of two Leadership Team members with signature authority, one of which must be an Executive Committee Officer.

### **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 Leadership Team may expend any funds outlined in the approved budget without prior membership approval. The Leadership Team 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 IX above.

## **Article XI: 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 for Leadership Team Meetings**

A majority of the Leadership Team Members must be present in order for business to transpire at a Leadership Team meeting.

## **Section 5: Quorum for Other Committees**

There is no quorum requirement for other Association committees.

# **Article XIII: 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 reconstituted. 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 XIV: Bylaw Amendments and Rules of Assembly**

These bylaws 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 bylaws is placed on the notice. Outside of these bylaws, Roberts Rules of Order Newly Revised is the standard by which this organization conducts business.

Bylaws approved:

2018-02-08



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Date

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Signature of Leadership Team Member