

# OLD FERGUSON WEST NEIGHBORS BY-LAWS

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## Article I - NAME

The name of the corporation is Old Ferguson West Neighbors. It is organized pursuant to Chapter 355, RsMO, 2003, the Missouri Nonprofit Corporation Act.

## Article II - PURPOSE AND JURISDICTION

### Section 1 - Purpose

The purposes and objectives of the Association shall be as following:

1. To foster a spirit of community in a racially and economically diverse environment.
2. To preserve the historical integrity of the neighborhood.
3. To encourage positive relationships between neighbors.
4. To attract and retain quality residents.

### Section 2 - Jurisdiction

The Association shall be non-commercial, non-sectarian and non-partisan. The authority and jurisdiction of this Association shall be derived from the resident membership which shall reside within the following boundaries:

**The geographical area of the Association shall be bounded on the North by the Southern side of Airport Road, on the West by Dade Avenue, on the South by Maline Creek, and on the East by the Western side of North Florissant Road.**

Any disputes or changes in the boundaries, authority or purpose of this Association shall be referred to the Board of Directors of the OFWN in writing.

## Article III - MEMBERS AND MEMBERSHIP

### Section 1 - Classes of Membership, and Voting Rights:

The Association shall have two types of membership:

1. Resident members, who are adult residents, age 18 or older, or Principal Owner, controlling shareholder or other individual delegated by a business residing within the boundaries of the OFWN. These members shall elect all Association Executive Officers and Board members. A resident membership is entitled to one individual vote. Bylaws will be available upon written request.
2. Non-resident members, who are paid adult residents, age 18 or older, residing outside the boundaries of the OFWN.

### Section 2 - Dues:

The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members. It shall also urge residents to pay dues on or before the first day of the membership year in January but shall accept dues throughout the year. The membership year shall begin on the first day of January and expire on the 31st day of December.

## Article IV - BOARD OF DIRECTORS

### Section 1 - Board of Directors:

The Board of Directors of the Association shall be comprised of four executive officers and a minimum of three, but no more than ~~seven~~five, directors. Each Director's term of office shall be for two calendar years, or until his/her successor has been elected and installed. Two or more residents from the same household may serve on the Board of Directors at any one time, but only

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one vote can be cast per household. No director shall serve as an officer for more than two (2) consecutive terms in any one position.

**Section 2 - Executive Officers:**

1. **President:** The President shall be the principal executive officer of the Association and shall represent the Association at community and other functions deemed appropriate by the Board of Directors. That person shall preside at all meetings of the Board of Directors and of the General Membership, taking an active part in their deliberations, and shall be allowed to vote but not have veto power. The President shall be empowered to appoint all committees with the concurrence of the Board. He/She shall be empowered to sign all documents, where appropriate and in general perform all duties as may be prescribed by the Board of Directors. In addition, the President shall coordinate the agenda for Board and Association meetings and be a qualified check co-signer with the Treasurer.
2. **Vice President:** The Vice President shall attend the general and board meetings and assume the duties of the President as required, and when so acting, shall have all the powers of the President, and be subject to all restrictions. The Vice President shall perform other duties from time to time as assigned by the President or Board of Directors. The Vice-President shall be a qualified co-signer of checks in the absence of the President.
3. **Secretary:** The Secretary shall keep the minutes of the Association meetings and Board Meetings, maintain the association's records, and shall have the responsibility of carrying out correspondence at the direction of the President. The Secretary shall also be a qualified check co-signer in the absence of the President and Vice-President.
4. **Treasurer:** The Treasurer shall be the custodian of the Association's funds and shall supervise the handling of all funds. The Treasurer shall assure the keeping of proper financial records, report the financial status to the Board, and any auditors; and pay budgeted requests as directed by the Board. The Treasurer shall sign all checks with a second authorized signature from the President, Vice-President or Secretary. In the event the treasurer is unavailable to sign a check, the President shall sign with any other executive officer. The Treasurer shall also file any tax returns as necessary.

**Section 3 - Directors:**

1. **Director 1 – Housing Director:** The Housing Director shall monitor the neighborhood for new properties on the market and shall call/email the realtor for every house. The director shall work with the Marketing & Communications Director to add these listings to the website. The Housing Director shall contact investors and developers to spur interest in the neighborhood and meeting with the city staff to discuss any housing issues. This director shall also be the point of contact for field calls from people interested in selling or buying a home.
2. **Director 2 – Youth & Community Director:** The Youth & Community Director shall develop activities for local youth during the summertime and the school year. The Youth & Community Director shall have the authority to organize a sub-committee focused on developing and implementing such activities. The director shall also work with other neighborhood organizations that have activities targeted towards the youth and the community, including the local schools and the Ferguson-Florissant School Board. The director shall also organize the activity of welcoming new residents to OFWN.
3. **Director 3 – Fundraising Director:** The Fundraising Director shall organize fundraising efforts to cover the cost of any budgetary items, including the cost of signs, copies, the Website and any community service projects.
4. **Director 4 – Police & Public Works Director:** The Police & Public Works Director shall discuss police issues with the designated city police contact every other week, as well as with specific residents as needed. The director shall also communicate citizen public work issues and complaints to Terry O'Neil, Director of Public Works for the City of Ferguson, once a week and do any follow up on specific issues as needed.
5. **Director 5 – Marketing & Communications Director:** The Marketing & Communications Director shall email periodic news and reminders to residents of OFWN, as well as email the

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newsletter/minutes after each regular general meeting. The director shall add news updates to the Website, including any new housing listings as discussed with the Housing Director. The Marketing & Communications Director shall prepare, put up and take down the signs reminding the neighbors of the regular general meeting. The director shall create miscellaneous marketing materials (flyers, welcoming notes, etc.), as well as respond to calls and emails from residents.

**Section 4 - Vacancies:**

A vacancy occurring on the Board of Directors in any office because of death, resignation, removal, and disqualification or otherwise may be filled, by the Board of Directors until the General Meeting in December. Vacancies shall not be left unfilled for more than 180 days unless agreed upon by simple majority of the Board. Vacancies may be filled at any meeting of the Board of Directors by simple majority vote.

**Section 5 - Compensation:**

The Board of Directors shall not receive any salaries for their services. No board member, or spouse of any board member, shall be employed by the association to perform services for the association for compensation.

**Section 6 - Removal:**

Any board member may be removed by a majority vote of the Board of Directors whenever such member demonstrates a noticeable disinterest in the welfare of the Association, is absent from three Board meetings per year, does not perform the duties of his/her office, or takes action in violation of the Bylaws. A board member may also be removed by any other provisions outlined by Section 355.211 of the Missouri Revised Statutes.

**Section 7 - Indemnification of Directors and Officers:**

Each Director and Officer of the Association now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted or neglected by him/her as such Director reasonably incurred by him/her in connection with any such claim or liability provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his/her own willful misconduct or gross negligence.

## **Article V - ELECTIONS**

**Section 1 - Election:**

Officers and Directors of the Association shall be elected annually by the members of the Association at the regularly-scheduled general meeting in September. Officers and Directors shall serve staggered two (2) year terms, or until a successor shall have been duly elected.

**Section 2 - Election Sequence:**

Beginning in the year 2006, the following positions shall be up for nomination for elections that fall on even-numbered years; President, Secretary, Director 2 and Director 4. For odd numbered years, the following positions shall be up for nomination beginning in the year 2007; Vice-President, Treasurer, Director 1, Director 3 and Director 5.

**Section 3 - Election Procedures:**

The Board of Directors encourages participation by the membership in the administration of the Association. Elections to the Board of Directors shall be by written ballot. The following procedures shall apply:

1. Nominations:
  - a) Executive Officers shall be nominated by the current Board of Directors no later than August. Executive Officers must have served at least one year as a Director on the Board. In the event that one or more of the Executive Board positions cannot be filled, a special election will be held at the October General Meeting.

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- b) Written nominations for remaining Directors shall be solicited via *The Old Ferguson West Neighbors Newsletter* or via other communications from the Board of Directors, and shall be received no later than the October Board meeting.
  - c) Nominations for Directors' positions shall also be accepted from the floor at the October General Meeting, and nominees shall be voted on by the general membership. Resident membership renewal is a prerequisite for all candidates as well as ballot recipients. Solicitation of nominations may be made from the floor at the October General Membership meeting.
2. Election:
- The Executive Officers shall be elected by simple majority vote of the General Membership. Remaining Directors shall be elected by those who receive the most votes. A run-off election shall immediately follow a tie vote. In the event any Executive Officer is not approved by the General Membership, it shall be incumbent upon the outgoing Board to select a replacement candidate. The replacement candidate shall be presented for approval to the General Membership at the next General Membership meeting.

## **Article VI - MEETINGS**

### **Section 1 - Board Meetings:**

Board meetings shall be held no less than quarterly and are open to the general membership. A quorum shall be determined when at least one more than half of the current board members are present.

### **Section 2 - General Meetings:**

General meetings shall be held no less than quarterly.

### **Section 3 - Special Meetings:**

Special meetings may be called by any Board member with three days' notice.

### **Section 4 - Voting:**

Only those resident and business members in good standing as of thirty days prior to the date of the meeting may vote.

### **Section 5 - Notice:**

Notice for meetings shall state the place, date, and time of the meeting and shall be posted by yard signs and on the Website no less than five (5) days prior to the date of the meeting.

### **Section 6 - Quorum:**

Unless otherwise provided for in these Bylaws, all the meetings of the OFWN or any of its parts shall be one-third (1/3) of the membership of the body in question, but shall be no less than two (2).

### **Section 4 - Parliamentary:**

OFWN meetings will be conducted according to the accepted official copy of Roberts' Rules of Order.

## **Article VII - ASSOCIATION FUNDS**

### **Section 1 - Bank Accounts:**

All funds will be kept in a financial institution requiring two signatures for any withdrawal. The authorized signatures shall be those of the President, Vice President, Treasurer or Secretary. Any two members of the Executive Board may authorize expenditures up to \$100.00. Expenditures over \$100.00 must be approved by the Board of Directors.

### **Section 2 - Dissolution of Association:**

The property of the organization is irrevocably dedicated to the social welfare purposes and no part of the net income or assets of this organization shall ever revert to the benefit of any director, officer, or member thereof or to the benefit of any private persons.

Upon the dissolution or winding up of the organization, its assets remaining after payment, or provisions for payment, or all debts and liabilities of this organization shall be distributed to a

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nonprofit fund, foundation or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

**Article VIII - FISCAL YEAR**

The fiscal year of the OFWN shall be the calendar year.

**Article IX - NONDISCRIMINATION**

The members, officers, directors, committee members, employees and persons served by the OFWN shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

**Article X - PARLIAMENTARY AUTHORITY**

Robert's Rules of Order Revised shall apply to all situations not covered by the Articles of Incorporation, these By-Laws, or any special rules adopted by the Board of Directors.

**Article XI - AMENDMENT BYLAWS PROPOSAL**

A proposed amendment to the By-Laws may be submitted by the Board of Directors to the membership who will vote on the proposed amendment at the next general meeting. Written notice of a proposed change will be provided one month prior to any vote regarding said change. If the proposed amendment receives a majority of the votes, it shall be incorporated in the By-Laws of the Association.

Adopted: 2005

Amended: [February 13, 2006 – Increased Number Maximum Number of Directors to Seven](#)