

NEIGHBORHOOD WATCH OF COLUMBIA MISSOURI ORGANIZATIONAL BYLAWS

(Amended 11/23/2018)

ARTICLE I Name and Location

The name of this organization shall be: Neighborhood Watch of Columbia, Missouri, a Missouri not-for-profit organization, hereinafter referred to as "CNW, which stands for "Columbia Neighborhood Watch." CNW shall work with the Columbia Police Department.

ARTICLE II Objectives and Purpose

The objectives and purpose of CNW shall be to:

- A. Encourage: 1) neighborhood involvement and participation toward the goal of crime prevention.
2) The growth and development of neighborhood watch programs within neighborhoods in the City of Columbia, Missouri.
- B. Operate and direct the neighborhood watch program in the city Columbia, Missouri
- C. Provide fund raising and financial support to administer these objectives and purposes.

ARTICLE III Members

Section 1

COMPOSITION: The membership shall consist of any Columbia resident having completed the basic orientation training program as sponsored by CNW or any other resident designated as a member by the Board of Directors.

Section 2

DUES AND FINANCIAL STATUS: There shall be no dues for members of the Neighborhood Watch program. Funding for the organization's programs shall come from fund raising activities and donations and shall be maintained in a bank account to be used in whatever capacity as voted on by a majority vote of the Board of Directors

ARTICLE IV Board of Directors

Section 1

AUTHORITY: All authority for this organization shall lie with the Board of Directors.

Section 2

COMPOSITION: The number of directors comprising the Board of Directors shall be nine (9). The number of Board members may be changed by amendment of these bylaws. No member of the Board of Directors shall receive any compensation for serving on the Board. The members of the Board shall elect from among the Board members a President, Vice President, Secretary, and Treasurer.

Section 3

TERM OF OFFICE AND ELECTION: The term of office for members of the Board of Directors will be three (3) years, 'staggered' term or until a successor is elected (or appointed as provided by Section 4). Board members may serve additional three year terms of office as long as they are re-elected by a majority of the current Board members. Board members will be confirmed at the annual general membership meetings as provided for in these Bylaws. A member's term will begin at the close of the meeting at which the member was elected (or appointed as provided by Section 4).

The members of the first Board of Directors shall be elected so that the initial terms of office of the Board members shall be one person to serve for a one-year term, one person to serve for a two-year term and one person to serve a three-year term, so that in future elections three Director's shall be elected each year, at the completion of their staggered terms.

Section 4

VACANCIES: If a vacancy occurs on the Board during the course of the year, the remaining, members of the Board, by majority vote (51%), may appoint a replacement to serve in a temporary capacity until the next regularly scheduled general meeting (currently September). In the event there are no new candidates or the new candidates do not qualify for the vacant position, previous Board members may then be appointed to serve until the next general meeting. The appointee's three (3) year term will start following election at the general meeting.

Section 5

REMOVAL FROM OFFICE:

- A. A Board member may be removed for just cause by a super majority vote (simple majority plus one vote of the 'filled' seats; i.e. 6 votes out of 9) of the Board members; or by 60% of the general membership at a special or Annual meeting of the general membership.

- B. A Board member shall be deemed to have resigned from Office when he/she is absent from three consecutive regular meetings of the Board; unless the absences are excused by a majority of the current Board members. If the Board votes not to excuse the absences the President shall declare the seat vacant at the next regular meeting and the Board may proceed to fill the vacancy under its normal rules

Section 6

Director's Conflict of Interest Policy

The "Director's Conflict of Interest Policy" for Columbia Neighborhood Watch will be the Missouri law for Director's of Nonprofits.

TITLE XXIII CORPORATIONS, ASSOCIATIONS AND PARTNERSHIPS

Chapter 355 Nonprofit Corporation Law

Section 355.416. Director's conflict of interest. (See appendix A)

Section 7

BOARD ADVISORS: An advisor may sit in on meetings of the Board of Directors and shall advise the Board on matters of crime prevention but shall not have the power to vote on issues. The advisors shall not be allowed to hold office as a member of the Board of Directors; however, they shall have the authority to address the Board and to propose motions for the Board to consider. These Advisors (other than the police advisor) must be approved by a majority of the Board Members voting.

- A) The advisor shall be a member of the Columbia Police Department designated to the Board, in writing by the Columbia Police Chief.
- B) A consultant: ie. MU student, intern or other as the Board directs
- C) Ex Facto Board Members

ARTICLE V Meetings

Section 1

Board of Directors:

- A. The Board of Directors shall hold no less than four (4) regular meetings each year at the call of the President, The regular location for all meetings shall be at the discretion of the Board. The date, time, and location of the regular meeting can be changed by the President of the Board, by giving seventy-two (72) hours advance notice to all Board members.
- B. Special meetings of the Board of Directors may be called the President or a majority of the Board members by giving at least seventy-two (72) hours notice to all members of the Board. Said special meeting notice shall include date, time, and location of the meeting.
- C. A quorum of the Board of Directors shall consist of at least simple majority of the Board members eligible to vote at meetings of the Board.

Section 2

General Membership (Annual Meeting)

A. There shall be a general membership meeting once every year to confirm new members of the Board of Directors and/or elect nominations from the floor and transact any other business as may come before the membership.

This meeting shall be held in September or as soon thereafter as is reasonably possible in the judgment of the Board of Directors. The time, date, and place of such meeting shall be set by the Board at its regular meeting prior to the general meeting. A quorum of at least fifteen (15) general members shall be required to transact business or elect the members of the Board of Directors. In the event that a 'quorum' was not achieved, then subsequent to the meeting, elections of the Board of Directors may, at the discretion of the Board, be conducted by USPS mail, or in the alternative, be conducted by electronic vote of those general members who are registered 'electronically' with the corporation.

B. Special meetings may be called as needed at the discretion of the Board of Directors or by written request of twenty-five (25) general members.

ARTICLE VI Officers of the Board of Directors

Section 1

PRESIDENT: The president shall be the presiding board member at all official meetings of the Board of Directors and the General Membership. The President shall have general supervision over the affairs of the Board and shall perform such other duties as the Board of Directors may assign, or as may be provided for within these bylaws.

Section 2

VICE PRESIDENT: The Vice President shall attend all the Board of Directors and General Membership meetings. The Vice President shall preside, in the absence of the president, at all official meetings of the Board of Directors. The Vice President shall be the spokes person for the board in the event that the president is not available. The Vice President shall perform such other duties as the Board of Directors may assign, or as may be provided for within these bylaws.

Section 3

SECRETARY: The Secretary shall attend all the Board of Directors and General Membership meetings and cause to be recorded all resolutions, minutes, and proceedings of such meetings. The Secretary in the absence of both the President and Vice President will preside at all official meetings of the Board of Directors. In the absence of the Secretary from a meeting the President may designate another member to serve as Secretary for the purpose of taking the minutes of that meeting.

Section 4

TREASURER: The treasurer shall see that the financial affairs of the organization shall be maintained for audit, or for examination by the Board of Directors and the general membership

Section 5

EXECUTIVE COMMITTEE: The four officers serve as members of the Executive Committee. Except for the power to amend the articles of incorporation and the bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between the meetings of the Board of Directors. Should the Executive Committee take official action(s) on behalf of the Board of Directors, it shall report said action(s) to the Board at its next regular meeting. Such report shall be a matter of record and entered into the minutes of the Board meeting. (Approve 9/12/2011)

ARTICLE VII Amendments

Section 1

BANK ACCOUNT: An account shall be maintained at a local financial institution in the name of the organization. This account shall handle any monies paid to the Neighborhood Watch organization, either through fund raising, donations, or otherwise

Section 2

ACCOUNT HOLDERS: The President and Treasurer will be listed on the account. The Board of Directors may at its discretion authorize and designate other member of the Board to be a signatory on the account.

Section 3

AUTHORITY TO WITHDRAW: Monies from the account may be withdrawn with a majority vote by the Board of Directors unless such amount is less than two hundred dollars (\$200.00) and needed for the purpose of conducting the current business of the Neighborhood Watch program, or in the event of a debt that should not be held until the next scheduled regular meeting of the Board because of the time factor.

Section 4

INUREMENT OF INCOME: No part of the net earnings of the organization shall inure to the benefit of or be distributable to, the members, directors, officers or other private persons except that the organization is authorized and empowered to pay reasonable compensation for services rendered.

Section 5

DISSOLUTION OF THE ORGANIZATION: In the event of the dissolution of the organization the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all assets of the organization, to such charitable, educational or scientific purposes as the Board so decides by majority vote.

Appendix A

Director's conflict of interest Policy.

The "Director's Conflict of Interest Policy" for Columbia Neighborhood Watch will be the following which is Missouri law for Director's of Nonprofits.

TITLE XXIII CORPORATIONS, ASSOCIATIONS AND PARTNERSHIPS

Chapter 355 Nonprofit Corporation Law

Section 355.416. Director's conflict of interest.

Universal Citation: [MO Rev Stat § 355.416.](#)

Director's conflict of interest.

355.416. 1. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a material interest. A conflict of interest transaction is not voidable or the basis for imposing liability on a non-compensated director if the transaction was not unfair to the corporation at the time it was entered into or is approved as provided in subsection 2 or 3 of this section.

2. A transaction in which a non-compensated director of a public benefit or religious corporation has a conflict of interest may be approved:

(1) In advance by the vote of the board of directors or a committee of the board if:

(a) The material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and

(b) The directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the corporation; or

(2) Before or after it is consummated by obtaining approval of the:

(a) Attorney general; or

(b) The circuit court in an action in which the attorney general is joined as a party.

3. A transaction in which a director of a mutual benefit corporation has a conflict of interest may be approved if:

(1) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board and the board or committee of the board authorized, approved, or ratified the transaction; or

(2) The material facts of the transaction and the director's interest were disclosed or known to the members and they authorized, approved, or ratified the transaction.

4. For purposes of subsections 2 and 3 of this section, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board or on the committee, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a material interest in the transaction does not affect the validity of any action taken under subdivision (1) of subsection 2 of this section or subdivision (1) of subsection 3 of this section if the transaction is otherwise approved as provided in subsection 2 of this section or subsection 3 of this section.

5. For purposes of subdivision (2) of subsection 3 of this section, a conflict of interest transaction is authorized, approved or ratified by the members if it receives a majority of the votes entitled to be counted under this subsection. Votes cast by a director who has a material interest in the transaction may not be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction under subdivision (2) of subsection 3 of this section. The vote of these members, however, is counted in determining whether the transaction is approved under other sections of this chapter. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

6. The articles, bylaws, or a resolution of the board may impose additional requirements on conflict of interest transactions.

(L. 1994 H.B. 1095)

Effective 7-1-95