

Minutes for Kansas City Neighborhood Advisory Council (KCNAC) on August 10, 2004

KCNAC members in attendance: Lynda Callon, Rodney Sampson, Jay R. Stock, Forestine Beasley, Steve Eklund, Cynthia Canady, and Greg Hugeback.

Absent Members: Dennis Carroll and Bruce Pennington

City staff in attendance: David Reynolds, David Park, Renea Nash and Bennie Jackson.

Meeting called to order at 3:50 pm.

Old Business:

Finalizations of Bylaws

- Lynda asked whether the members approved of the reading of the KCNAC definition, purpose and/or mission.
 - **Discussion:** Cynthia-yes; Forestine-yes; Jay-yes; Rodney-"add '...and to him'..."
Steve-"inserting, 'KCNAC may cooperate with other metropolitan governing bodies to consult with them...'"
KCNAC needs the ability to interact with others by obtaining advice as well as giving advice per Jay and Renea.
- **Article II, Membership.**
 - *Membership shall consist only of the members of the Board of Directors.*
 - **Discussion:** David Reynolds-"Does this need to be separate?"
Lynda-"There may be a time when this section needs to be revised,...(1) it is better to revise inside of an article, or (2) just leave it separate from our operating policy, or (3) it ensures that regions will be represented.
Rodney-"the Articles titles are single subjects. It may be an indication to split or relocate."
Steve-"...Article II leave as is for a space holder for the purposes of when subcommittees are formed. Are these subcommittee members, members of the KCNAC?"
- **Article III, Region.**
 - **Discussion:** "What about the criteria for membership application?"
Lynda-"Are they in the Articles or can they be in the policy of procedure?"
Jay-"The point to be made is the difference between Article II and Article V which is (1) board membership and (2) advisory council. They are two different organizations. The advisory council should only be the board of directors. Therefore, keep Article II."
- **Article I and II-approved.**
- **Article III, Region.**
 - **Discussion:** Rodney-"add the words...'part of the criteria for membership...'" The group agreed to leave this section in the by-laws.
- **Article IV, Meetings, Section I.**
 - **Discussion:** Lynda asked, "If everyone is ok with this section."
Rodney replied, "Yes".
Forestine-"Where do we address who is comprised of the executive committee?"
Lynda-"It is in Article V."
Jay-"No, it is in Article VI."
- **Article IV, Section II.**

- **Discussion:** Jay-“Executive Committee must be defined. The committee needs the ability to call a special meeting without the chair. The executive committee can be three-fifths...”
(?)- “Is there a legal definition of proper notice?”
David Reynolds-“See Section IV.”
- **Article IV, Section III, Subcommittee meetings-approved.**
- **Article IV, Section IV, Notice.**
 - **Discussion:** Jay-“insert, ‘...5 business days before the meeting, notice may be also be given by email to the last address...’”
Lynda-“insert, ‘...notice may be given by email to the last recorded email address as maintained by the secretary...’”
Jay-“added, ‘...by direct telephone communication’”.
Steve-“...notification must be defined...”
Jay-“if by mail...postmark by...if by email...sent to... if no email... make direct telephone...”
Lynda-“...notice may be also be given by email to the last recorded email address or direct telephone contact...”
 - After revisions read as: *Notice of each regular meeting will be given in writing to each voting member postmarked not less than 5 business days before the meetings. Members may also be given by email to last known recorded email address or by telephone not less than 5 business days before the meeting.*
 - **Discussion:** David-“insert at the end of this paragraph, ‘...at the member discretion.’”
Jay-“replace ‘member’ with ‘individual’ which reads as ‘...at the individual discretion.’ Also, a short form should be created to say that ‘I wish to be notified by the following methods...’”
- **Article V, Section I-approved, no comment.**
- Les Washington announced that CCS has a presentation about the tools that are available on the website. Smokey, Fire Department, wants to do a presentation at KCNAC next meeting on the Strategic Plan. Also, he announced that Minor Home and Weatherization has merged to NCSD. Minor Home is under Nate, Dangerous Building & Demolition. Weatherization is a separate division.
Lynda-“It is ok, but at another location.” Smokey will present the Strategic Plan at KCNAC September meeting.
- **Section II.**
 - **Discussion:** “What is a reasonable expense? Where will the money come from to reimburse members for their reasonable expenses? In the future, a treasury is expected and a budget.
Rodney-“add ‘...it is approved for reasonable expenses.’”
- **Section III.**
 - **Discussion:** Steve- “add, ‘...subsequent term...’”
Jay-“add, ‘...election of directors will occur every odd year in December.’” Steve-“The by-laws states the directors will be elected by the majority vote of the current directors...”
(?)-Is this the majority of all current directors or a forum of directors?
Jay-“It is done in the November meeting by majority vote.”
 - After revisions read as: *The election of directors will occur every odd year in November. KCNAC board shall be composed of two representatives and each of the regions as possible: 3 at large representatives. Directors will be elected by majority of the votes by members present at the regular November meeting.*
- **Section III, Terms-approved.**

- **Discussion:** Renea-“Will the members be able to vote whether they are in inactive or active status?” The responds was “yes”.
- **Section IV, Determination of Status.**
 - *Only those members who shall count for purposes of determining a quorum at regular monthly meeting, all changes of status will be communicated in writing between the secretary and members and recorded in the next month's meeting.*
 - **Discussion:** David-“What is regular?”
Rodney-“How is an active status connected to monthly meetings?” The word “regular” is deleted is as agreed by the members.
Jay-“Constant maintenance (audit) of records is being built into the by-laws by having the secretary keep track of the members' status...” This method requires the secretary to send out notices and attendance records. Jay-“add, ‘members may be drop for excessive absences from the board, the board has the options of reinstating at any time.’”
Rodney-“The purpose or intent of the wording is for quorum purposes and not status.”
Lynda-“This prevents the organization from being held hostage when conducting business during a meeting. Jay-“...remove the second sentence of the first paragraph and add...’all changes of status...” Lynda-“This can be in the policy and procedure book. Eliminate the second sentence from the by-laws.”
Jay-“Does re-attendance reactive an inactive member in a single meeting?” David-“...under the section labeled ‘terminated’, it does not specify the period.”
 - After revisions read as: *Only those members who are on active status shall count for the purposes of determining a quorum for a meeting. All changes of status shall be recorded in the next month's minutes.*
 - **Part A, Active:** *Any member who is either present for that regular board meeting or either who has attended at least 1 of the 2 previous regular board meetings are considered active.* Lynda-“add '...the following month...”
 - **Part B, Inactive:** *Any member not satisfying any of these criteria shall be considered inactive. The member shall request in writing to the secretary that board considering changing their status to inactive status.*
 - **Part C, Terminated:** *A member may be removed for the board for excessive absences from regular board meetings if they have three unexcused absences from a regular board meeting within a year. Members may also be removed for other reasons by two-third of any board members according to Missouri Statutes concerning non-profit agencies.*
 - **Discussion:** Jay-“insert the word ‘regular’ which reads as: ...regular board meeting within a year.”
Steve-“insert the word ‘regular’ which reads as: ... regular board meeting for excessive...”
Jay-“...having ‘two-thirds of a vote to remove someone from the board could be too easy and at the same time impossible to remove anyone from the board.’” Solution: Let legal review this issue.
- **Quorum.**
 - *A meeting must be attended by at least two-thirds of the active board member including a quorum of the executive committee before business can be transacted or motioned made or passed. A quorum of the executive committee shall consist of at least three-fifths of the executive committee members.* This section-approved.
- **Notice.**
 - *Notice of meeting will be given to board members and to the public in according to Article IV, Section IV of the by-laws. Officers of duties. There shall be five members of the executive committee consisting of a president, vice president, secretary and the chairs*

of the two standing subcommittees of the executive committee. Their duties are as follows:

- (a) The president shall convene regularly scheduled board meeting and shall preside or arrange for other members of the executive committee to reside at regular or special meetings. The president is a voting member and may initiate action for discussion as an equal member of the board.
- (b) The vice president shall perform all the duties for the president in his or her absence.
- (c) The secretary shall be responsible for keeping records of board actions including overseeing the taking of minutes of all board meetings and sending out meeting announcements, distributing copies of the minutes, and the agenda to each board member and ensuring that corporate records are maintained. These actions may be coordinated with the NCS D staff assigned to the KCNAC.
- The chairs of the PMAC and Waste Management subcommittees shall be responsible for convening regularly subcommittee meetings and reporting back to the full board when needed.
- **Discussion:** Renea-“What happens when for instance the waste management subcommittee is no longer around? Do we want to name those subcommittees?” Rodney-“change the wording to...’chairs of the standing subcommittees’ instead of ‘two standing...’” Steve-“Will we allow the size of the executive committee to fluctuate up and down with the number of standing committees in the by-laws?” Lynda-“We can change what the number of the standing committees are as it dictates.” Jay-“The executive committee shall consist of the president, vice president, etc...and leave out the number.”

- **Vacancies.**

- *When a vacancy on the board exist nominations for new members may be received from present board members by the secretary ten business days in advance of a board meeting. These nominations will be sent out to board members with the regular board meeting announcements to be voted upon at the next board meeting. New members should be added based on the six regions whenever possible. At large vacancies will be filled only to the end of the particular board member term.*
- **Discussion:** Replace the word ‘selection’ with ‘filled’. At large vacancies are not for a specific region. “*At large vacancies will be filled only to the end of the particular board member term.*” This sentence caters to mid-term vacancies, in which it does not address regular term for selecting new members. Replace the word ‘vacancies’ with ‘nominating process or nomination’.
- Steve-“Where does the names (successors) come from? We want to avoid the “quiet process” where no one knows about the selecting of new members.” Lynda-“Review the policy and procedures for selecting.”
- Jay-“The board shall solicit nominations from the general public-neighborhood and local leadership).”

- **Section VII.**

- *Special Meeting of the board will be called upon the request of the president at least one-third of the board. The secretary will provide notices of special meetings to each board member as noticed in Article IV, Section II and IV.*
- **Discussion:** Jay-“Article IV restricts special meeting to the president and executive committee only as the one to call a special meeting which should not be.” Steve-“change the wording in Article IV, Section II to ‘the president or the executive committee or one-third of the board may call a special meeting...’”

David Reynolds-“add...by a written notice by the board...” Jay-“Open membership should be able to call a special meeting.”

Steve-“Leave Article IV, Section II as is. And say, ‘Alternatively, one-third of the board may submit a written request to call a meeting.’”

Lynda-“Remove/Delete Section VIII from the by-laws by revising Article IV, Section II. David reads, *alternatively, the president or the executive committee or one-third of the board by a written request to the secretary may call a special meeting.*”

- **Article VI, Committee, Section I.**
 - *The board may create ad hoc committees as needed such as ordinances review, budget review, etc., and designate a chair for such committees.*
- **Section II.**
 - *Executive Committee shall be responsible for carrying out all business which advances the mission of KCNAC and which is specifically delegated to the entire board by these by-laws.*
- **Section III.**
 - *Property Maintenance Advisory Committee shall be responsible for advising the board of directors of the property maintenance issues this role shall include but not be limited to drafting and commenting on ordinances, researching and working jointly with city offices dealing with property maintenance and suggesting improvement for proper maintenance issues in Kansas City.*
- **Section IV.**
 - *Waste Management committee shall be responsible advising the board of directors on waste management issues this role shall include but not be limited to working jointly with the Department of Environmental Management on waste management policies that affect neighborhoods in Kansas City.*
- **Article VII, Section I, Amendment of By-Laws.**
 - *These by-laws may be amended when necessary by at least two-thirds of the majority of the members who attended a regular meeting. Notice of intent to attend shall be included in the regular meeting notice including specific amendment language defined by article and section. Proposed amendment must be submitted to the secretary 15 business days before the meeting. Any current board member may propose amendment to these by-laws.*
 - **Discussion:** Insert the words ‘active’ and ‘board’ it reads as...*two-thirds of the majority of the active members who attended a regular board meeting.*

Subcommittee reports:

Waste Management-Jay:	No Report
Property Maintenance-Rodney:	No Report
Liquor Control-Dennis:	No Report
Community Policing-Steve:	No Report

New Business:

Presentation by CCS-Community Calendar and Neighborhood Groups Listing

Meeting adjourned at 4:50 pm. (The time was not called on the tape. Recording ended at the beginning of CCS presentation to KCNAC.)