

**BYLAWS OF THE WICHITA INDEPENDENT
NEIGHBORHOOD ASSOCIATION**

Article I

Name

The name of this organization shall be the Wichita Independent Neighborhoods, Inc., hereafter referred to as WIN.

Article II

Mission

To provide education, resources and an effective voice to and for current and potential members of WIN on quality of life issues in Wichita and Sedgwick County.

Article III

Membership

Section 1 The term “Independent Neighborhood Association” when used as a membership requirement shall be used to mean those neighborhood, homeowner and business associations which are:

- a. Organized for the purpose of enhancing neighborhoods in Sedgwick County, Kansas;
- b. Have defined boundaries, and;
- c. Emphasize the community concerns of residents, property owners, and businesses.

Section 2 Voting Membership shall be the Presidents or designated alternates for the Presidents of Independent Neighborhood Associations, which have paid their dues for the current year.

Section 3 Annual dues for members shall be set by the Board of Directors.

Section 4 Non-voting Membership: Associate and Affiliate.

- a. Associate members shall be those individuals and organizations and businesses that support the purpose of the organization and have donated an amount equal to or greater than an amount determined by the Board of Directors.
- b. Affiliate members shall be those organizations with similar purpose as WIN that are not in the geographical boundaries of WIN and have donated an amount equal to or greater than an amount determined by the Board of Directors.

Section 5 The term “general membership” as used herein is defined as all members, of both voting and non-voting membership classes.

Article IV

Officers

Section 1 The officers shall be a President, Vice-President, Secretary, and Treasurer.

Section 2 Officers of the association shall be elected from the general membership at the annual meeting, by the Voting membership as defined in Article III. All offices are open to challenge by qualified candidates. The officers shall hold office until their successors shall have been duly elected, or until their death, or until they shall resign, or shall have been removed in the manner hereinafter provided.

Section 3 The President shall be the principal officer of the association and shall, in general, supervise all the business and affairs of the association subject to the control of the Board of Directors. The President shall preside at all meetings of the general membership and of the Board of Directors and, in general, shall perform all duties incident to the office. The

President shall be a member of all committees with the exception of the nominating committee.

Section 4 In the President's absence or inability to act, the Vice-President shall perform the duties of, and be subject to all the restrictions upon, the President. The Vice-President shall perform such other duties as, from time to time, may be assigned by the President or by the Board of Directors.

Section 5 The Secretary shall keep the minutes of the meetings and conduct correspondences for the association, and shall perform all duties incident to the office and such other duties as, from time to time, may be assigned by the President or by the Board of Directors.

Section 6 The Treasurer shall have charge and custody of and be responsible for all funds of the association and such depositories as shall be selected by the Board of Directors, and, in general, perform all duties incident to the office and such other duties as, from time to time, may be assigned by the President or by the Board of Directors. All checks written from the WIN accounts shall require two (2) signatures. Eligible signatures are the President, Vice-President, Treasurer, and one other person approved by the Board of Directors. The Treasurer shall maintain the membership list.

Section 7 An officer may resign at any time by giving notice to the Board of Directors. Any officer may be removed from office upon that officer's unjustified absences from three (3) consecutive meetings of the Board of Directors or for cause as determined by the Board of Directors. Any vacancies so occurring shall be promptly filled for the balance of the term by the Board of Directors, with the assistance of the Nominating Committee.

Article V

Board of Directors and Committees

Section 1 The Board of Directors shall consist of the officers and sixteen members elected at large from the general membership at the same meeting at which officers are elected.

Section 2 A Directors may resign at any time by giving notice to the Board of Directors. Any Director may be removed from office upon that Director's unjustified absences from three (3) consecutive meetings of the Board of Directors or for cause as determined by the Board of Directors. Any vacancies so occurring shall be promptly filled for the balance of the term by the Board of Directors, with the assistance of the Nominating Committee.

Section 3 Standing Committees shall be:
Bylaws Committee
Membership Committee
Community Action Committee
Finance Committee
Nominating Committee

Section 4 Qualifications and Terms of Office of Committee Members.

- a. Members of Standing Committees shall be appointed by the President subject to the approval of the Board of Directors and shall hold office for a period of one (1) year.
- b. All Standing Committees shall be chaired by a member of the Board of Directors appointed by the President.
- c. Individuals from the general membership may serve on all committees.

Section 5 Bylaws Committee

- a. Bylaws Committee shall consist of at least three (3) members, who are the President and two (2) members from the Voting Membership.

- b. The members shall be appointed to the committee by the President with the approval of the Board of Directors.

Section 6

Membership Committee

- a. Membership Committee shall consist of at least five (5) members, who are the President and four (4) members from the Voting Membership.
- b. The committee members shall represent the diversity of the city and county population. The members shall be appointed to the committee by the President with the approval of the Board of Directors.

Section 7

Community Action Committee

- a. Community Action Committee shall consist of at least five (5) members, who are the President and four (4) members from the Voting Membership.
- b. The committee members shall represent the diversity of the city and county population. The members shall be appointed to the committee by the President with the approval of the Board of Directors.
- c. The duties of the Community Action Committee shall be to hear, investigate and assist independent neighborhood associations with the issues they wish to bring before the committee.

Section 8

Finance Committee

- a. Finance Committee shall consist of at least four (4) members, who are the President, the Treasurer and at least two (2) members from the Voting Membership. The members shall be appointed to the committee by the President with the approval of the Board of Directors.
- b. The duties of the Finance Committee shall be to support the fund raising, grant writing, and the general finance activities of Wichita Independent Neighborhoods, Inc.

Section 9

Nominating Committee and Elections

- a. The Nominating Committee shall consist of at least five (5) members. The members shall be appointed to the committee with the approval of the Board of Directors.
- b. The Nominating Committee shall notify the membership in September of the upcoming election at the annual meeting, and seek recommendation of interested and qualified members for the officers or Board positions. Input for nominations shall also be sought through the newsletter.
- c. In October, the Nominating Committee shall provide the status of nominations to the Board of Directors and the Membership.
- d. In November, the Nominating Committee shall provide a completed report to the Board of Directors and the Membership.

Section 10

Other Committees

The President may from time to time create other committees and appoint members to those committees with the approval of the Board of Directors.

Section 11

Other Provisions

- a. A majority of each committee shall constitute a quorum and the affirmative vote of a majority of those committee members present shall constitute the action of the committee.
- b. A vacancy on any committee other than the Board of Directors shall be filled by appointment by the President for the balance of the member's unexpired term, subject to the approval of the Board of Directors.

Article VI

Meetings

- Section 1** The annual meeting of the organization shall be held in January of each year, for the purpose of electing officers and members at large for the Board of Directors, and for the transaction of such other business as may come before the meeting. The time and place of such annual meeting shall be otherwise designated by the President and will be held only after reasonable prior notice thereof, including a 5-day notice via the newsletter or U.S. Postal Service, has been given to the voting membership.
- Section 2** **In January 2008 the voting membership will elect the officers and eight members of the Board of directors for two year terms and eight members of the Board of Directors for a one year term. Beginning with the 2009 election and continuing thereafter, the voting membership will elect the officers and eight members to the Board of Directors for two year terms.**
- Section 3** A majority of the Voting membership present at a general or special meeting will constitute a quorum for the purpose of conducting business or amending bylaws.
- Section 4** Special meetings may be called by the President, a majority of the Board of Directors, or a majority of the Voting Membership.
- Section 5** The Board of Directors shall meet monthly at a time and place determined by the Board of Directors.

Article VII

Articles of Dissolution

- Section 1** Upon a 2/3rds-majority vote of the Voting membership, the WIN organization may be dissolved and a certificate of dissolution from the Secretary of State will be filed. Any assets and/or residual funding in the treasury will be distributed in accordance with the articles of incorporation and the laws of the state of Kansas.

Article VIII

Parliamentary Authority

Robert's Rules of Order shall be the parliamentary guide for all WIN meetings.

Article IX

Amendments of Bylaws

These bylaws can be amended at any regular meeting by a majority vote of the Voting membership present, provided that the text of the proposed amendment or amendments has been submitted to the voting members by the Bylaws Committee via the newsletter or U.S. Postal Service at least five (5) days prior to the meeting at which the amendment or amendments are to be voted on for adoption.