

BYLAWS

SOUTH OMAHA NEIGHBORHOOD ALLIANCE, INC.

ARTICLE I PURPOSE

The mission of the South Omaha Neighborhood Alliance (SONA) is to enhance South Omaha neighborhoods through communication, collaborations, empowerment and promoting positive perceptions.

ARTICLE II AREA AND PRINCIPAL OFFICE

Section 1. That area of Omaha bounded by 72nd Street, the Missouri River and Dodge Street to Harrison Street shall be herein referred to as the South Omaha Neighborhood (SON). The area within these boundaries is considered the principal concern of the Alliance, but operations may be extended into other areas. Any Principal Office shall be located in South Omaha, Nebraska.

ARTICLE III MEMBERS

Section 1. Eligibility for membership is in two (2) groupings as follows:

A. Area Members are all persons who reside in, are employed in or own property or a business in SON, or others who request to become a member.

B. Organizational Members are all nonprofit organizations or public agencies which have significant contact with any sizable group of people in the SON and are interested in the workings of the South Omaha Neighborhood Alliance. The Alliance has complete authority to determine eligibility of any organization. Once ruled eligible, an organization becomes a member by:

1. Presenting the Alliance Secretary with a written authorization from the organization for becoming a member and naming a person as a voting delegate, and

2. Paying any prescribed dues.

Section 2. Dues. Annual membership dues for all members shall be an amount as specified by the Board of Directors at its annual meeting.

Section 3. Rights of Members.

A. Members shall vote on the following:

1. Any motion is made at general and special meetings of the membership.
2. Any proposals of (a) amendments to Articles of Incorporation and ByLaws, (b) mergers or dissolution, (c) sale, exchange, mortgage, pledges or disposition of substantially all of the property and assets of the Alliance.
3. Election of Directors (1/2 as stipulated in the Articles of Incorporation).

B. Members may make recommendations to the Directors and they may examine the minutes, records, and financial statements of the Alliance and its' Board of Directors at any reasonable time.

Section 4. Meetings

A. Annual Meetings will be held during the month of November, with ten days prior written notice sent out by the Board.

B. Special Meetings of the members may be called, with due notice given, by the President or by the Board of Directors.

Section 5. Notice of Meetings. Written email notice of any meeting shall be given by the Secretary or designee to all members on the SONA membership list, with the date, time and location, not less than three (3) days nor more than thirty (30) days before the meeting date.

Section 6. Quorum at a Meeting of the Members. An official meeting will consist of a majority of elected officers plus a minimum of ten (10) members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Names and General Powers. The Board of Directors of the Alliance shall consist of the duly elected and appointed and qualifying Directors. This Board shall manage the affairs of the Alliance.

Section 2. Number and Tenure. The Board of Directors shall consist of one Director from each SONA organization and one director representing all area members. Each Director will serve a two (2) year term.

Section 3. Directors may serve successive terms not to exceed six (6) consecutive terms commencing with the adoption of these bylaws. One year must elapse prior to reelection. The Board of Directors, by majority vote, may waive the one year lapse requirement contained herein.

Section 4. The annual meeting of the Board of Directors of the Alliance shall be held immediately following the annual meeting of the members each year.

Section 5. Regular meetings of the Board of Directors shall be held on the first Thursday of each month or as agreed at a place and time designated by the Secretary or designee in the Notice of the Meeting. The Secretary shall give written notice of the meeting together with an agenda thereof at least three (3) days prior to the meeting.

Section 6. Special meetings of the Board of Directors may be called by or at the request of the President or of any two Directors and one officer. The persons authorized to call special meetings of the Board may fix any reasonable place and time for said special meetings. Notice of any special meeting shall be given orally or in writing, at least one (1) day prior thereof, to each Director, by the Secretary.

Section 7. Quorum. At least 1/3 of the then serving Directors, and in no case less than (6), shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. Vacancies. Any vacancy occurring in the Board may be filled by a majority vote of the remaining Directors, upon the recommendation of the Nominating Committee.

Section 9. Removal from Board of Directors. The Board may suspend any member of the Alliance for just cause by a majority vote of those remaining board members. Permanent removal shall require 30 days prior email notification to all membership, provided by the Secretary or designee, and a majority vote of those present at a meeting where a quorum is attained.

ARTICLE V OFFICERS

Section 1. Officers of the Alliance shall consist of President, Vice President, Secretary, and Treasurer. The officers of the Alliance will be elected at the first meeting of the Board of Directors following the Annual Board/Membership meeting.

Section 2. Term of Office. Officers of the Alliance shall serve a term of one (1) year, commencing the first day of January each year and shall continue to serve until a successor is duly elected and qualified.

Section 3. Vacancies. If vacancies are created through death, resignation, incapacitation, or removal, new officers may be elected for the remainder of the vacated term at a regular or special meeting of the Directors.

Section 4. Removal. Any officer may be removed for just cause at a meeting of the Board where a quorum is present. Such proposed removal will require 30 days prior written notification to all Board members provided by the Secretary or designee.

Section 5. President. The President shall be the principal executive officer of the Alliance. The President shall preside at all meetings, and is a standing member of all committees of the board.

Section 6. Vice President. In the absence of the President, the Vice President shall perform the duties of the President.

Section 7. Secretary. The Secretary shall have general responsibility for all records of the Alliance. In addition, the Secretary shall maintain a current roster of all members and keep minutes of all meetings of the membership and the Board.

Section 8. Treasurer. The Treasurer shall be responsible for maintaining all financial records of the Alliance. The Treasurer will be chair of the finance committee.

Section 9. Contracts. The President and the Secretary, or any other officer authorized by the board of directors, may sign any contractual obligations authorized by the Board of Directors.

Section 10. The President, Vice President and Treasurer are authorized as signatories to Alliance bank accounts.

Section 11. Board Authority. Pursuant to best practice of Parliamentary procedure as outlined in *Robert's Rules of Order: Newly Revised*, the Board of Directors is authorized to confer new responsibilities upon existing officer positions as it sees fit.

ARTICLE VI COMMITTEES

Section 1. Standing Committees. The President, in consultation with the Board of Directors, shall appoint members to the following standing committees to perform the duties herein described:

A. Executive Committee. The Executive Committee shall consist of all officers and any other members appointed by the President.

1. The Executive Committee shall carry out the administrative functions of the Board of Directors. The Executive Committee shall have the authority to act on behalf of SONA on urgent matters of business.

2. The Executive Committee shall also organize the programs and make recommendations to the Board.

3. The authority of the Executive Committee shall be delineated by the Board of Directors.

4. Meetings of the Executive Committee may be called by any member of the committee. All members of the Executive Committee must be notified regarding the time, place, and reason for the meeting. A majority of the Executive Committee must be present for business to be conducted. Action taken by the Executive Committee must be included in a report for the membership at the next scheduled meeting. All meetings and records are open to SONA members.

B. Finance Committee. The Finance Committee shall consist of not less than three (3) members including the Treasurer.

1. They shall recommend a budget.

2. The Finance Committee shall provide an annual Treasurer's Report to the Board and membership.

3. The Finance Committee shall recommend methods of financing the Alliance's operations.

C. Nominating Committee. The Nominating Committee shall consist of not less than three (3) members including the immediate past president. They shall:

1. Provide a slate of candidates for the election of the Directors to the Board of Directors;

2. Provide a slate of candidates for new officers to be elected annually;

3. Recommend replacements to the Board in case of vacancy.

D. Ad Hoc Committees. The President shall appoint special committees as are needed or as directed by the Board.

ARTICLE VII CONTRACTS AND LOANS

Section 1. Contracts and loans may be entered into by the Alliance if directed by the Board of Directors.

ARTICLE VIII BYLAW AMENDMENTS

Section 1. The ByLaws of the Alliance may be altered, amended, or repealed as required by law. Amendments are to be presented in writing to the membership at least 30 days prior to the scheduled meeting when voting will take place.

ARTICLE IX
CORPORATE SEAL

Section 1. The Alliance shall adopt a corporate seal.

ARTICLE X
PARLIAMENTARY AUTHORITY

Section 1. The most recent edition of *Roberts Rules of Order: Newly Revised* shall serve as the parliamentary authority for SONA.

Last modified 11-7-13