

Bylaws of the Turn Around Team
rev. 09/13/01
The TurnAround Team, Inc.
BYLAWS
ARTICLE I.
NAME

Section 1. The name of the organization shall be The TurnAround Team, Inc.

ARTICLE II.
MISSION

Section 1. The TurnAround Team, Inc. is a community development corporation whose mission is to revitalize Central Topeka neighborhoods by:

- * promoting safe, affordable housing for a diverse population;
- * providing decent housing that is affordable to low and moderate income persons;
- * improving public safety;
- * promoting economic development, employment and educational opportunities that enhance the well-being of neighborhood residents;
- * protecting the character of the community through historic preservation and land use design;
- * planning for orderly growth and redevelopment;
- * collaborating with other individuals, organizations and groups on strategies designed to enhance the well-being of the community.

The TurnAround Team, Inc. is a corporation organized exclusively for these charitable, purposes.

ARTICLE III.
GENERAL MEMBERSHIP

Section 1. Membership in the TurnAround Team, Inc. is open to any resident, property owner or business within the geographic area of Central Topeka (map at end) shall include elected members of the TurnAround Team, Inc. board of directors. All membership meetings will be open to the public.

Section 2. For the purpose of electing officers and directors, or transacting business, voting privileges are extended only to members of the TurnAround Team, Inc. Each business entity granted voting privileges in the TurnAround Team, Inc. shall be entitled to one vote.

Section 3. It shall be the duty of the general membership to develop, adopt and review periodically strategic plans for Central Topeka which will support the mission as described in Article II.

Section 4. The general membership shall elect a board of directors of 20-30 members but not to exceed 30 members (described in Article VI) and officers (described in Article VIII) each year at an annual meeting by majority vote of those voting members present.

Section 5. The TurnAround Team shall also have associate members. Associate membership shall be available to persons who do not qualify for membership but do want to be associated with and participate in the activities of the TurnAround Team. A list of associate members shall be kept in the same manner as that for members, identified in Article III, Section 6, and shall be included whenever TurnAround Team Inc. membership lists are produced. Associate members shall not have voting privileges described for members in Article III, Sections 2,3, and 4. Associate members are welcome to participate in activities and committees of the TurnAround Team Inc. and may vote at the committee and task force level, as determined by committees and task forces.

Section 6. The TurnAround Team Inc. shall keep records of the names, addresses and phone numbers of people who attend membership meeting and shall accept the same information from eligible people who would like to be listed as members. The most recent 2 years of these records shall be used to determine Members of Record for corporate purposes identified in these bylaws.

ARTICLE IV.

RELATIONSHIP OF NIAs AND NAs TO TURNAROUND TEAM, INC.

Section 1. NIAs are Neighborhood Improvement Associations and NAs are Neighborhood Associations recognized by the TurnAround Team. All are entities in their own right.

Section 2. Each NIA and NA area contained within the geographical boundaries of the TurnAround Team shall, insofar as possible, be represented on the TurnAround Team board of directors. (See Article VI.)

Section 3. Each NIA and NA may participate in developing recommendations to the TurnAround Team committees, board or membership.

Section 4. Each NIA and NA may, via the board of directors, request TurnAround Team endorsement of projects or request the TurnAround Team to adopt or implement projects specific to the NIA or NA.

Section 5. An NIA or NA may be requested by the TurnAround Team Inc. to, endorse, pursue or implement projects within the NIA'S or NA's geographic area and/or elsewhere.

ARTICLE V.

REGULAR MEETINGS OF THE MEMBERSHIP, ANNUAL MEETING

Section 1. Regular meetings of the membership will be conducted once each month, except for December when there shall be no meeting, at a place and time to be established by the board. Members will be notified of these meetings in advance by mail, telephone or media.

Section 2. There will be an annual meeting held during the regular November meeting each year. Board members shall be elected at the annual meeting and shall assume their positions immediately.

Section 3. A quorum of a membership meeting shall be those members present.

ARTICLE VI.

BOARD OF DIRECTORS

Section 1. Board members will be elected to one year terms with a limit of 10 consecutive terms. Vacancies which occur during the year may be filled at a regular meeting of the general membership. Board members shall assume the duties of their offices immediately following the meeting at which they are elected.

Section 2. The board of directors shall be charged with the responsibility of coordinating the development of and implementing the plan which was approved by the membership. To that end, the board of directors is empowered to secure financing, acquire and sell property, secure and administer grants, manage the finances of the organization, hire staff and contractors, and other duties, directly or delegated, as may be necessary.

Section 3. Notice of any board meeting shall be given at least one week in advance, except in an emergency as declared by the chairperson at which time shorter notice is acceptable.

Section 4. A special meeting may be called by a majority of the Board of Directors after a seven day notice to all members of the board of directors stating the date, time, place and reason for such a meeting.

Section 5. The chairperson may cancel a meeting of the board of directors with cause.

Section 6. Meetings of the board of directors shall be open to the public.

Section 7. The board of directors shall have, and may exercise, all the powers of the corporation except such as are conferred upon the members and officers by law, the articles of incorporation,

its amendments, and these bylaws.

Section 8. The board of directors shall have the power to adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may delegate certain of its powers to an agent or employee to conduct its business.

Section 9. The property and activities of the corporation shall be managed by its board of directors. No outside group, agency, person or corporation (public or private), shall exercise a veto power over any acts of the board of directors of the corporation so long as the same comply with the laws of the state of Kansas and the laws of the United States of America.

Section 10. The corporation may not exercise any power or conduct any activities in such a manner as to disqualify the corporation from the tax exemption provided under section 501(c)(3) of the U.S. Internal Revenue Code, section 170(c)(2) of the U.S. Internal Revenue Code, or the corresponding sections of any future tax code.

Section 11. Board members, and members of their immediate families, shall not solicit or accept gifts, gratuities, favors or anything of monetary value from:

- a) any contractor, potential contractor, or sub-contractor of the corporation; or
- b) any person in position to receive a direct financial benefit from the activities of the corporation.

Section 12. Board members having a financial interest in a contract with the corporation shall make a complete disclosure of such interest to the chairperson and/or vice-chairperson of the board of directors.

Section 13. No person may serve on the board of directors who is an employee of the corporation.

Section 14. A current employee of the corporation is ineligible to serve as a voting member of the board or on a board committee. Voluntarily or involuntarily terminated employees are ineligible to serve on the board or a board committee for a period of one year following termination. Exceptions can be made following a review by an outside, impartial panel of at least three persons and with the approval approval of the board.

Section 15. A board director or an officer is ineligible for employment with the corporation during the time he or she holds office or serves on the board and for a period of one year following his or her resignation or removal from the board. Exceptions can be made following a review by an outside, impartial panel of at least three persons and with the approval of the board.

Section 16. A person with an immediate family member (spouse, parent, sibling, child, grandparent or in-law) employed by the corporation is ineligible to serve on a board committee or on the board for the duration of the immediate family member's employment and for a period of one year following termination of employment. Exceptions can be made following a review by an outside panel of at least three persons and with the full approval of the board.

Section 17. Board members will serve with out compensation. Compensation for expenses deemed appropriate by the board of directors may be reimbursed to directors, agents and staff.

Section 18. The board of directors shall consist of at least 20-30 members and shall be composed as follows:

1. A Chairperson and Vice Chairperson
2. A representative from each NIA and NA area within the TurnAround Team geographical boundaries. If a representative is not selected, the TurnAround Team will recruit a representative from the area.
3. Banking representative
4. Real Estate representative

5. Downtown Topeka representative
6. Topeka Government representative
7. St. Francis Hospital representative
8. Stormont Vail Hospital representative
9. Washburn University representative
10. Topeka and Shawnee County Library representative
11. Central Topeka Clergy representative
12. Affordable Housing representative
13. USD 501 representative

At least 51% of the members of the board of directors must reside in the TurnAround Team geographical area.

These bylaws shall incorporate by reference board representation requirements of Community Housing Development Organization (CHDO) certification and funding.

If, in the judgment of the Nominating Committee, there is not a qualified representative of one or more of the above categories, then a candidate need not be nominated or elected from that category.

Section 19. Board members who fail to attend three consecutive meetings without an excused absence from the chairperson or vice-chairperson shall be deemed to have resigned.

Section 20. Any board member may be removed for cause by a majority vote of the board of directors.

ARTICLE VII.

BOARD OF DIRECTORS QUORUM AND INTERIM ACTION

Section 1. A quorum shall be a majority of the board of directors.

Section 2. An executive committee consisting of the chairperson, vice chairperson, treasurer and secretary of the corporation may act for the board of directors in the interim between board meetings, but shall not have the power to reconsider or reverse any action or policy of the board. The immediate past chairperson may be requested by the Executive Committee to serve in a nonvoting capacity on the executive committee. The chairperson or any two members of the executive committee may call a meeting of the committee at any time and a simple majority shall constitute a quorum. The executive committee shall report all of its actions to the next regular meeting of the board of directors and such actions, when approved, shall become actions of the board.

ARTICLE VIII.

OFFICERS AND THEIR AUTHORITY AND DUTIES

Section 1. The officers of the corporation shall be the chairperson, vice-chairperson, treasurer, secretary and an executive director (if any) The officers of the corporation shall have such power and authority in the management of the property and activities of the corporation as is usual and proper in the case of such corporate officers, except insofar as power and authority is limited or extended by these bylaws or by resolution of the board of directors. The chairperson and vice-chairperson shall be selected at-large by the general membership from the general membership and shall assume their duties immediately upon election The secretary and treasurer shall be elected by the board of directors from the membership of the board of directors at the first board meeting following the general membership annual meeting.

Section 2. The chairperson of the corporation shall:

a) act as chairperson of the board of directors and general membership and shall preside at all meetings of the board of directors and the general membership;

b) appoint the chairperson of the committees and task forces of the corporation;

- c) establish an agenda for the order of business;
- d) perform as the principal officer of the corporation;
- e) sign on behalf of the corporation, all deeds and other formal instruments;
- f) perform such other duties as may from time to time be assigned him/her by the board of directors or by these bylaws.

Section 3. The vice-chairperson shall exercise the duties of the chairperson in his or her absence and such other duties as the chairperson shall assign to him or her.

Section 4. The treasurer shall cause all funds and securities of the corporation to be deposited in the name of the corporation in such depositories as shall be selected by the board of directors; produce all checks or transfers of funds as approved by the board of directors or these bylaws, and provide the board of directors with updated financial statements for the corporation on a quarterly basis.

- a) All funds collected, donated or otherwise received will be deposited into corporation accounts.

Section 5. The secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; that minutes of board meetings and general membership meetings are taken and duly recorded; be responsible for the corporation's records and seal; keep a register of the post office addresses of all directors; and such other duties that may be assigned to him or her by the chairperson, by the board of directors or by the bylaws.

Section 6. The executive director (if any) shall be a non-voting ex officio member of the board and all committees. The executive director shall put into operation the policies and programs of the corporation as determined by the board of directors and the committees, as communicated to him or her by such bodies. In carrying out such duties, the executive director shall be responsible for general management of the day-to-day business operations of the corporation and shall see that the books, reports, statements and certificates required by statutes or these bylaws applicable to the corporation are properly kept, made and filed according to law. The board delegates to the executive director the policies and performance of hiring, firing and work procedures. In case of disagreement, an employee can appeal to the board or a committee appointed by the board solely regarding the action or failure to act of the executive director. The executive director shall be directly responsible only to the authority of the board of directors and shall serve at its pleasure.

Section 7. If an officer is unable to complete his or her term of office for any reason, the board shall appoint another board member into such vacancy until the meeting after a successor is elected and qualified.

ARTICLE IX.

COMMITTEES AND TASK FORCES

Section 1. The board shall establish task forces as necessary.

Section 2. Standing committees shall be established and dissolved by action of the general membership.

Section 3. The role of committees and task forces shall be to develop and forward recommendations to the board and the membership. Committees and task forces may be assigned to pursue or implement decisions.

Section 4. Nominations for election to the board shall be made annually by a nominating committee composed of at least three and no more than five voting members as appointed by the chairperson of the board. Recommendations for the Nominating Committee shall be solicited from the membership.

ARTICLE X.
FISCAL YEAR

Section 1. The fiscal year of the corporation shall begin on the first day of January of each year and end on the thirty-first day of December of the same year.

ARTICLE XI.
OFFICIAL PUBLICATION

Section 1. The corporation may have an official publication if so determined by the board of directors.

ARTICLE XII.
SEAL

Section 1. The corporation may have an official seal if so determined by the board of directors.

ARTICLE XIII.
PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, revised, shall be the rules of procedure for the conducting of all business at all meetings of the board of directors and its committees, except as may otherwise herein be provided.

Section 2. The Chairperson may designate a person to serve as Parliamentarian at board or membership meetings.

ARTICLE XIV.
AMENDMENTS

Section 1. Changes or amendments to these bylaws may be presented at any meeting of the board of directors, provided that notice of proposed changes are given to all members of the board of directors.

Section 2. Changes or amendments to these bylaws may only be presented for vote by the general membership after gaining a simple majority vote from the board. Bylaw changes or amendments shall be presented at one general membership meeting and voted on at the next general membership meeting.

Section 3. Changes or amendments to these bylaws shall only be effected by a two-thirds majority vote of those members present and voting at the general membership meeting.

ARTICLE XV.
DISSOLUTION

Section 1. Upon dissolution, the corporation's assets not required by law to be returned to a governmental agency will be distributed in compliance with, and for one or more exempt purpose (s) as specified in, section 501(c)(3) of the Internal Revenue Code of 1954 as amended, or the corresponding section of any future tax codes shall be distributed to corresponding Article of Incorporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.