

**BYLAWS OF THE ST. LOUIS DOWNTOWN NEIGHBORHOOD ASSOCIATION**  
**AS AMENDED MARCH 11, 2019**

**ARTICLE I. PURPOSE AND INTENT.** It is the purpose and intent of these bylaws (“Bylaws”) to be the governing document of the St. Louis Downtown Neighborhood Association.

**ARTICLE II. NAME OF ORGANIZATION.** The name of the organization shall be the St. Louis Downtown Neighborhood Association, hereinafter referred to in these Bylaws as the “Neighborhood Association.”

**ARTICLE III. PURPOSE.** The purposes for which the Neighborhood Association is organized are:

- a) To enhance the livability of the Downtown St. Louis neighborhood by establishing and maintaining an open line of communication between the neighborhood, government agencies, and other neighborhoods;
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood;
- c) To be organized for educational, scientific, charitable, and community-oriented purposes;
- d) To do and perform all the activities related to said purposes, to have and enjoy all the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under the laws of the State of Missouri; and
- e) For such other objectives as are approved by the Board of Directors or ~~Membership~~General Members.

**ARTICLE IV. BOUNDARIES.** Boundaries of the Neighborhood Association shall be defined as follows:

Mississippi River on the east, Chouteau Avenue on the south, Jefferson Avenue on the west, and Cole Street on the north in the City of St. Louis.

**ARTICLE V. MEMBERSHIP.**

Section 1. Qualifications. Membership in the Neighborhood Association shall be open to the following ~~classes of membership~~: (1) any person ~~who resides in the~~whose primary residence is located within the Neighborhood Association’s boundaries  ~~(“Residential Members”) and; (2) an entity that is deemed to be a “Small Business” by the Executive Director or Board of Directors of the Neighborhood Association, is; (2) any person owning property~~ located within the Neighborhood Association’s boundaries, ~~and has paid its yearly~~

~~membership dues (example: street level owner operated businesses open to the public) (“Small Business Members”). People who own property within the Neighborhood Association’s boundaries and who do not reside in the Neighborhood Association’s boundaries may join as a “Small Business Member” of the Neighborhood Association as determined by the Executive Director or Board of Directors of the Neighborhood Association;~~ or (3) any person who operates a business within the Neighborhood

~~No Member shall be entitled to both a Residential Membership and a Small Business Membership. To the extent that any Member qualifies for both a Residential Membership and a Small Business Membership, the Member shall elect to be a Residential Member or a Small Business Member. Such Member’s election shall be determined by the type of ballot selected by said Member for the election of the Board of Directors. Further, no one physical address shall be used to register more than one small business membership~~

Association's boundaries and meets the Small Business Administration's definition of a small business.

~~Anyone who does not fit the criteria listed above may join the Neighborhood Association as a non-voting member, and for the purposes of these Bylaws shall not be considered a "Member", "Residential Member", or "Small Business Member". An entity that is deemed too large to be considered a "Small Business" by the Executive Director or Board of Directors of the Neighborhood Association may join the Neighborhood Association as a non-voting member, and for the purposes of these Bylaws shall not be considered a "Member", "Residential Member", or "Small Business Member".~~

~~For the purposes of these Bylaws, any "Residential Member" or "Small Business Member" shall be deemed a "Member" of the Neighborhood Association and the membership of the Neighborhood Association shall be collectively referred to at the "Members" or the "Membership".~~Notwithstanding the foregoing, no entity shall be granted membership in Neighborhood Association if said entity's registered address, as reported on the Missouri Secretary of State's website, is the same as any other person that is already a member of the Neighborhood Association. The Board of Directors shall not at any time place any further restrictions on the membership of the Neighborhood Association, except as specifically provided within these Bylaws. Moreover, no entity shall be granted membership in Neighborhood Association based on its primary residence.

~~Section 2. — Membership Audit. The Board of Directors shall appoint, from its Members, persons to periodically conduct an audit to ensure that each Member meets the qualifications to be a Member as set forth herein, in regard to~~Section 2. — Membership Dues. The Board of Directors shall determine in November of each year the level of dues to be collected from the Membership for the following year. The level of dues shall be no less than ten dollars (\$10.00) per individual member and no less than fifty dollars (\$50.00) per entity member. If the Board of Directors fails to determine the level of dues, then the dues collected for the following year shall be ten dollars (\$10.00) per individual member and fifty dollars (\$50.00) per entity member. No member shall be entitled to vote unless and until said member pays his or her annual dues. Dues shall not be pro-rated and shall be in the amount determined by the Board as set out above for any person who seeks membership in the Neighborhood Association during the calendar year, however starting in December of each year, a member may pre-pay his or her dues for the following year.

Section 3. — Membership Audit. The Board of Directors shall conduct an audit of the Membership starting in September of each year by creating an Audit List consisting of all persons named on the Membership Roll of the Neighborhood Association who have not voted in at least one of the two

proceeding annual meetings. The Audit List shall be completed by October 31. On November 1, the Board of Directors shall contact all persons on the Audit List and inform them that on December 31, they will be removed from the Membership Roll of the Neighborhood Association unless they affirmatively reply to the Board of Directors requesting that he or she not be removed from the Membership Roll. Absent such an affirmative reply, said persons on the Audit List shall be removed from the Membership Roll of the Neighborhood Association and shall not be allowed to vote in the next subsequent Annual Meeting but shall be eligible to re-apply for membership after the next subsequent Annual Meeting as long as the removed-member meets the requirements for

~~each class of Membership. Said audit shall be conducted whenever the Board of Directors deems it necessary but no less than one time every two years.~~Section 3 of Section 1 of this Article.

#### Section 4.

Voting. Each Member shall have one (1) vote to be cast on every matter which is called for a vote at any Annual Meeting, General Meeting, or Special Meeting of the Neighborhood Association, ~~except as required by Article VIII, Section 5 of these Bylaws.~~ Unless otherwise specified in these Bylaws, decisions of the Neighborhood Association shall be made by a majority vote of the General Members present at any Annual Meeting, General Meeting or Special Meeting. ~~Voting by proxy is permitted at any Annual Meeting, General Meeting, or Special Meeting. All Residential and Small Business Association Members in good standing shall have voting rights provided they are a member of the organization at least thirty~~

Voting by proxy is specifically prohibited. The Board of Directors shall not in any way allow any person to cast any vote at any meeting unless said person is present in person at said meeting. Notwithstanding the foregoing, any member who is a member of the Neighborhood Association for at least sixty (30/60) days in advance of the meeting at which the vote is taken. Membership will be frozen for eligibility purposes 30 days prior to the meeting at which the vote is taken. before the date on which a meeting is held and a matter is called for a vote shall be entitled to vote on said matter, as long as said member is current on his or her annual dues to the Neighborhood Association.

Members who are not in good standing with the Neighborhood Association shall not be entitled to vote at any Annual Meeting, General Meeting, or Special Meeting. For the purposes of these Bylaws, “good standing” means that the General Member has paid all membership dues and meets the qualifications set forth in Section 1 of this Article.

## **ARTICLE VI.**

### **FINANCIAL SUPPORT ~~AND MEMBERSHIP DUES.~~**

#### Section 1.

The Board of Directors and Executive Director may authorize fundraising events and seek donations from individuals, businesses, and other organizations as they see fit.

## ARTICLE VII. ANNUAL, GENERAL, AND SPECIAL MEETINGS.

Section 1. Annual Meetings. The Neighborhood Association shall have an Annual Meeting on the second Monday of January each year. The Board of Directors shall provide notice of the Annual Meeting by posting such notice on the Neighborhood Association's website, and by sending an email to the email addresses that each Member has provided to the Neighborhood Association, ~~and, if so requested by the Member, mailing a notice to the address that has been provided to the Neighborhood Association.~~ Notification. Notice shall be given no later than ~~seventy~~ thirty (730) calendar days in advance of the Annual Meeting. It shall be the responsibility of each ~~Member~~ member to provide the Neighborhood Association with the correct contact information.

Section 2. General Meetings. The Neighborhood Association shall have a General Meeting on the second Monday of March, May, July, September and November of each year. The Board of Directors shall provide notice of each General Meeting by posting such notice on the Neighborhood Association's website, and by sending an email to the email addresses that each ~~Member~~ member ~~has provided to the Neighborhood Association, and, if so requested by the Member, mailing a notice to the address that has been~~ General Member has provided to the Neighborhood Association. ~~Notification~~ Notice shall be given no later than ~~seventy~~ thirty (730) calendar days in advance of each General Meeting. It shall be the responsibility of each ~~Member~~ member to

provide the Neighborhood Association with the correct contact information.

Section 3. Special Meetings. Special Meetings may be called by the Chairperson, the Secretary or by ~~a majority vote of the Board of~~ any three Directors. The Board of Directors shall provide notice of all Special Meetings by posting such notice on the Neighborhood Association's website, and by sending an email to the email addresses that each ~~Member has provided to the Neighborhood Association, and, if so requested by the Member, mailing a hard copy of the notice to address that has been~~ member has provided to the Neighborhood Association. ~~Notification~~ Notice shall be given no later than seven (7) calendar days in advance of any Special Meeting. It shall be the responsibility of each ~~Member~~ member to provide the Neighborhood Association with the correct contact information.

Section 4. Agenda. The Chairperson shall prepare the agenda for all Annual Meetings, General Meetings and Special Meetings subject to the approval of the Board of Directors. Any Member may move to add an item to the agenda by either submitting the item in writing to the Board of Directors at least seven (7) days in advance of the meeting or by making a motion at the meeting. Adoption of any such motion shall be seconded by another Member in attendance and subsequently adopted by a majority vote of those Members present at the meeting.

Section 5. Quorum. In order to conduct business at any Annual Meeting, General Meeting or Special Meeting, a quorum must be established. For the purposes of these Bylaws, a quorum is ~~five~~ ten (~~5~~ 10%) percent of the Members as of the date of ~~that meeting~~ the date of record set out in Section 7 of this Article.

Section 6. Participation. Every Annual Meeting, General Meeting, and Special Meeting shall be open to any person. However, only Members shall be eligible to vote.

Section 7. Date of Record. The date of record for every meeting shall be sixty (60) days before said meeting.

Section 8. Member List. The Board of Directors shall prepare a list of all Members eligible to vote at any Annual or General Meeting and such list shall be available to any Member no less than forty-five (45) days before said meeting. The Board of Directors shall prepare a list of all Members eligible to vote at any Special Meeting as soon as reasonably practicable, but in no instance less than five (5) days before said Special Meeting.

## **ARTICLE VIII. BOARD OF DIRECTORS.**

Section 1. Number of Board Members. The Board of Directors shall consist of ~~nine (9)~~ seven

(7) persons elected by the Members pursuant to Section 5 of this Article. ~~Section 2. — Eligibility for Board Service.~~ All persons who sit on the Board of Directors shall be Members in good standing with the Neighborhood Association. For the purposes of these

Bylaws, "good standing" means that the General Member has paid all membership dues and meets the qualifications set forth in Section 1 of Article V. If any Director shall be delinquent on his or her membership dues, then such Director shall be suspended from the Board of Directors and excluded from all meetings of the Board of Directors until such Director brings his or her membership dues current.

~~Persons~~ Section 2. Nominations. Members may nominate themselves for election to the Board of Directors or may be nominated by another Member. All nominations must be submitted to the Board of Directors no later than seven (7) calendar days prior to the election.

Section 3. Qualification of Board Members. No member shall be eligible for election to the Board of Directors unless said member has been a member of Neighborhood Association continuously since the Annual Meeting occurring two years prior to the Annual Meeting at which said member would be elected to the Board of Directors.

Section 4. Terms of Board Members. ~~The Membership shall elect~~ When the Membership elects the Board of Directors ~~in two~~ at the 2015 Annual Meeting, the Membership shall elect three separate classes of directors, ~~known herein as Class 1 and Class 2. Class 1 shall be further classified into Class 1A, Class 1B and Class 1C for the sole purpose of ensuring that the terms of the Directors are staggered.~~

Class 1A shall include three (3) seats on the Board of Directors, and there shall be an election for these three (3) seats ~~in 2018 and~~ every even numbered year thereafter. Class ~~1B~~ shall include three (3) seats on the Board of Directors, and there shall be an election for these three (3) seats ~~in 2019 and~~ every odd numbered year thereafter. Class ~~1C~~ shall include one (1) seat on the Board of Directors, and there shall be an election for this one ~~(1)~~ (1) seat ~~in 2018 and~~ every year thereafter. ~~The Board shall conduct the election for Class 1C along with the election for Class 1A or Class 1B, depending on whether the year is even or odd. Of the four Class 1 nominees elected to the Board, the nominee receiving the fewest~~ The director receiving the fourth-most votes at any Annual Meeting shall be deemed to have been elected to assigned as the Class ~~1C seat~~ 3 Director.

~~Class 2 shall include two (2) seats on the Board of Directors, and there shall be an election for these two (2) seats in 2018 and every year thereafter.~~

There shall be no term limitations imposed, and a Member may serve on the Board of Directors as many times as he or she may be elected to the Board of Directors.

Section ~~4.5.~~ Board Vacancies. The Board of Directors may fill any vacancy on the Board of Directors ~~with any Member~~ by majority vote of the Board of Directors. ~~A Member~~ However, the Board of Directors shall provide notice of said vacancy to the Membership as notice is provided for a special meeting and



upon receiving a written request, by e-mail or otherwise, of five percent (5%) of the Membership for a special meeting to elect a replacement director, the Board of Directors shall call a special meeting for that purpose. A member appointed or elected to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed. However, if a seat allocated to Class 2 shall become vacant, the Board of Directors shall schedule a special meeting for the sole purpose of electing a Small Business Member to said seat.

Section ~~5.6.~~

Election of Board Members. The seats allocated to Class 1 of the Board of Directors shall be elected by a vote of the Residential Members at the Annual Meeting, to the terms set out in Article VIII, Section 3. The seats allocated to Class 2 Members of the Board of Directors shall be elected annually by a vote of the Small Business Members at the Annual Meeting, to the terms set out in Article VIII, Section 3. Under no circumstances shall any Member be allowed to vote for both Class 1 and Class 2 of the Board of Directors. Section 6. Election Committee. The Board shall appoint an Election Committee no less than 15 days prior to an election. The Election Committee will consist of the three Members of the Board whose seats are not up for election. The Election Committee members shall be responsible for preserving the integrity of the election by counting ballots, validating membership, handling absentee ballot process, and resolving any other questions or challenges that may arise during the Election process. In the event ballots need to be stored, they will be placed at the St Louis Board of Elections. The term for the Election Committee will terminate at the time the final results are announced to the General Membership via the Associations Website as further described in Section 4 of this Article.

Section 7.

Duties of Board Members. The Board shall have the following responsibilities and powers:

- a. Manage the daily affairs of the Neighborhood Association;
- b. Make decisions and represent the interests of the Neighborhood Association on all matters of interest to the Neighborhood Association and report to the General Members at the next Annual Meeting, General Meeting, or Special Meeting;
- c. Appoint individuals, committees, or work groups, if necessary and advisable; and
- d. Establish an annual work plan of priorities, issues and projects for the Neighborhood Association and present said annual work plan at the Annual Meeting.

~~Moreover, the Board shall establish rules and regulations regarding the specific expectations and obligations of Directors and Officers. If the Board determines that any Director or Officer has failed to fulfill his or her obligations to the Board, after a reasonable attempt to cure the failure, the Board, by a two-thirds majority, may remove said Director or Officer.~~Section 7. Election of Board Officers. The Board of Directors shall meet within seven (7) days of the Annual Meeting in a Special Meeting for the sole purpose of electing officers by a majority vote.

Section 8. ~~Election of Board Officers. The Board of Directors shall meet after the Annual Meeting and, by majority vote of the Board of Directors, elect a Chairperson, Vice Chair, Secretary, and Treasurer. The remaining Board Members shall be members-at-large.~~ Section 9: Duties of Board Officers.

a. Chairperson. The Chairperson shall preside at all Board Meetings and all Annual Meetings, General Meetings, and Special Meetings. The Chairperson shall represent the position of the Board of Directors and the interests of the Neighborhood Association.

b. Vice Chairperson. The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is unwilling or unable to perform said duties.

c. Secretary. The Secretary shall record and maintain the minutes of all Annual Meetings, General Meetings, Special Meetings, and Board Meetings. The Secretary shall assist the Chairperson with correspondence and maintain the non- financial files of the Neighborhood Association. The Secretary shall maintain the files of the Neighborhood Association and shall be responsible for the distribution of all meeting minutes.

d. Treasurer. The Treasurer shall manage all funds belonging to the Neighborhood Association. The Treasurer shall receive, deposit and disburse funds for the Neighborhood Association in a bank or financial

institution in such manner as designated by the Board of Directors. The Treasurer shall make financial reports as directed by the Board of Directors, or whenever there is a significant change in the finances or at the request of any Board Member. The Treasurer shall file any and all IRS and state tax forms when required. The Treasurer shall prepare and present a report of the prior year's finances at the Annual Meeting.

Section ~~10.9.~~

Board Meetings.

Regular Board Meetings. The Board of Directors shall meet regularly. The meetings shall be convened upon any day decided upon by the majority vote of the Board of Directors. Notification of Regular Board Meetings shall be by email, telephone calls, text messages, or any other appropriate means of communication apt to reach a majority of the Board Members. Notification shall require seven (7) calendar days' advance notice to all Board Members.

Special Board Meetings. Special Board Meetings may be called by the Chairperson, Secretary, or by ~~majority~~any three (3) members of the Board of Directors as deemed necessary. Notification of Special Board Meetings shall be by email, telephone calls, text messages or any other appropriate means of communication apt to reach a majority of the Board Members. Notification shall require seven (7) calendar days' advance notice to all Board Members. Special Board Meetings shall be limited to the topics specifically enumerated in an agenda distributed with the notice of the Special Meeting.

Board Chair. Regular Board Meetings and Special Board Meetings shall be ~~chaired~~presided over by the Chairperson.

Quorum. A quorum for Regular Board Meetings and Special Board Meetings of the Board of Directors shall be four (4) Board Members.

Section ~~11.~~ 10.

Powers of the Board. The Board shall be responsible for all business coming before the Neighborhood Association and for assuring that General Members are reasonably and timely informed. The Board of Directors has the responsibility of acting in the best interest of the Neighborhood Association.

~~Section 12.~~ Section 11. Termination for Non-Attendance. Board Members failing to attend three ~~(3)~~ (3) consecutive Regular Board Meetings may be terminated from the Board of Directors upon a majority vote of the Board of Directors ~~- or by a vote of Membership at any meeting. The attendance of Directors at Regular Board Meetings shall be posted on the Neighborhood Association's website within seven (7) days after the adjournment of each Regular Board Meeting.~~

Section 12.

Non-Disclosure Agreement. Each Director shall be required to sign a non-disclosure agreement to prevent the disclosure of confidential fundraising

information of the Neighborhood Association and to prevent the disclosure of information protected from disclosure by federal, state, or local law. Notwithstanding the foregoing, no Director shall be prevented from disclosing any other information to any Member of the Neighborhood Association. This Section shall in no way be construed to amend each Director's fiduciary duties under Missouri law.

**ARTICLE X. COMMITTEES.** The Board of Directors, if it deems appropriate, may establish committees or working groups. Any committee or working group established by the Board of Directors shall serve at the pleasure of the Board of Directors.

**ARTICLE XI. CONFLICT OF INTEREST PROCEDURES.** A transaction in which a Board Member may have a direct or indirect conflict of interest may be approved by a majority vote of the other Board Members, if the Board Member with the conflict fully discloses such conflict to the Board of Directors prior to the vote and abstains from voting on the matter.

**ARTICLE ~~XII~~XIII. PROCEDURE FOR CONSIDERATION OF PROPOSALS.**

Section 1. Submission of Proposals. Any person or group, inside or outside the boundaries of the Neighborhood Association may propose in writing items for the Neighborhood Association's consideration. The Board of Directors shall decide whether said proposal will appear on the agenda at the next Annual Meeting, General Meeting, or Special Meeting.

Section 2. Notification. The proponent shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than twenty-four (24) hours in advance.

Section 3. Attendance. The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

**ARTICLE ~~XIII~~XIV. MEETINGS, MINUTES, AND RECORDS.**

Section 1. The Neighborhood Association shall abide by all the requirements relative to nonprofit corporations under Missouri law. All official action taken by the Neighborhood Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote and recommendation made along with a summary of dissenting views, if any. A permanent set of meeting minutes will be kept in the official Neighborhood Association files and placed on the Neighborhood Association's website.

**ARTICLE ~~XIV~~XV. NONDISCRIMINATION.**

The Neighborhood Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

**ARTICLE ~~XV~~XVI. ADOPTION AND AMENDMENT OF BYLAWS.**

All amendments to these Bylaws must be proposed in writing and made available to all Members for review and consideration prior to the Annual Meeting, General Meeting, or Special Meeting at which the proposed amendment will be called for a vote. Notice of a proposal to amend these Bylaws shall: specifying the date, time and place for consideration; and must be provided to all Members at least seven (7) days prior to the Annual Meeting, General Meeting or Special Meeting at which the proposed amendment will be voted upon.

A proposed amendment to these Bylaws shall only be adopted if at least two-thirds (2/3) of the Members present at the respective Annual Meeting, General Meeting, or Special Meeting vote in favor of the proposed amendment.

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