

Amended and Restated Bylaws of

Tower Grove South Neighborhood Association, Inc.

Article I: Name

Section One: Name. The name of this Corporation is Tower Grove South Neighborhood Association, Inc., a Missouri nonprofit corporation (the “**Corporation**”).

Article II: Geographic Area

Section One: Geographic Area. The “**Geographic Area**” of the Corporation is the area enclosed by South Grand Avenue on the East, South Kingshighway Boulevard on the West, Arsenal Street on the North, and Chippewa Street on the South.

Article III: Purpose and Objectives

Section One: Purpose and Objectives. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. More specifically, the purpose and objectives of the Corporation are

- A. To inform and facilitate communication among residents of the Geographic Area;
- B. To create a welcoming place for visitors;
- C. To safeguard the general welfare of the homeowners, residents, and business owners of the Geographic Area;
- D. To advocate and work for the improvement and betterment of the Geographic Area;
- E. To assist residents of the Geographic Area in keeping their property in acceptable condition;
- F. To encourage and help retain community pride in the Geographic Area; and
- G. To encourage and promote the understanding and appreciation of the historic character of the Geographical Area.

Section Two: Operational Limitations. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its

purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article IV: Board of Directors

Section One: Powers. There shall be a Board of Directors (each, a “**Director**,” and, collectively, the “**Board**”), which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

On behalf of the Corporation, the Board may establish Membership dues, accept or reject any funds, securities, real or personal property or services offered, granted, or donated to it by any person or entity. The Board may also accept or reject any funds, securities, real or personal property or services granted or donated by any federal, state, or other governmental authority or by any public or private agency.

Section Two: Responsibilities. Individually, each Director has responsibilities significantly greater than those of other Members. Each Director is expected to make a commitment of time and effort to the activities of the organization, including, but not limited to, financial support of the organization within the means of each Director, participation in fundraising efforts, participation on committees, attendance at Board meetings, and attendance at Corporation events and functions. Such activities may be further defined by the Nominating Committee upon approval of the Board and shall be made known to prospective Board members.

Section Three: Number and Qualification. The Board shall be composed of a President, Vice President, Corresponding Secretary, Treasurer, and Recording Secretary (collectively, the “**Officers**”) and eight (8) elected directors of the Corporation who are Members in good standing and are not Officers of the Corporation (the “**Quadrant Directors**”). The Quadrant Directors shall be comprised of two (2) Directors from each quadrant making up the Geographic Area, as further described below.

In an effort to achieve representation across the Geographic Area, it shall be divided into four (4) quadrants (collectively, the “**Geographic Quadrants**”) for the election of Quadrant Directors.

The Northwest quadrant shall be bordered by South Kingshighway Boulevard on the West, Arsenal Street on the North, Roger Place on the East, and Fyler Avenue and Utah Street on the South. The Northeast quadrant shall be bordered by Arsenal Street on the North, South Grand Avenue on the East, Roger Place on the West, and McDonald Avenue on the South. The Southeast quadrant shall be bordered by McDonald Avenue on the North, Roger Place on the West, South Grand Avenue on the East, and Chippewa Street on the South. The Southwest quadrant shall be bordered by Chippewa Street on the South, Roger Place on the East, South Kingshighway Boulevard on the West, and Fyler Avenue and Utah Street on the North. The middle of each street described in this Section shall serve as the exact boundary for the Geographic Quadrants.

Section Four: Term of Office. The initial Directors will be elected at the initial General Membership Meeting of the Corporation. Beginning with the 2016 Annual Meeting, the Members will elect Directors at the Annual Meeting.

At the time of his or her election, each Director will be assigned to Class A or Class B, and each class shall consist of four (4) Quadrant Directors, one from each Geographic Quadrant. The initial Quadrant Directors from each Geographic Quadrant shall be assigned to Class A or Class B by coin flip. Each Quadrant Director will hold office for a term of two (2) years, except that the initial Quadrant Directors will serve for the following terms:

- Class A will have their terms expire at the 2016 Annual Meeting.
- Class B will have their terms expire at the 2017 Annual Meeting.

Section Five: Procedure for Election of Board. Prior to the General Membership Meeting that occurs immediately prior to the Annual Meeting, a Nominating Committee, which may be a committee of the whole Board, shall be appointed by the President to place names of nominees on the ballot to replace the outgoing Directors (whether Quadrant Directors or Officers). Any Member in good standing may ask the Nominating Committee to place his/her/their name on the ballot, and the Nominating Committee must honor that request. The Nominating Committee may also add its own nominees to the list, as long as the nominees are Members in good standing with the Corporation.

No Member may be a nominee for more than one Quadrant Director or Officer position. No Member may be nominated for election as a Quadrant Director if that Member has held any elected Officer or Quadrant Director position, or combination thereof, for the four (4) consecutive prior years.

Voting shall be conducted by secret written ballot at the Annual Meeting. Ballots shall be counted by a committee appointed by the President at the Annual Meeting, which shall not include any nominees.

Section Six: Vacancies. The Members at the first General Membership Meeting after a vacancy occurs shall fill all vacancies occurring among the Board. Any Member may self-nominate to fill the vacancy and the Board may also nominate any Member to fill the vacancy. The nominee who receives the most votes shall fill the vacancy. Voting shall be conducted by secret, written ballot, and by a committee appointed by the President at the same meeting, which shall not include any nominees, shall count the ballots.

Section Seven: Special Meetings. The Board may, at its sole discretion, call special meetings by providing at least fourteen (14) calendar days' prior notice.

Section Eight: Removal. Any Quadrant Director, upon recommendation of the Board, can be removed by a two-thirds (2/3) vote of the Members present at any General Membership meeting. The Members must be provided at least five (5) calendar days' prior notice of a vote to remove a Quadrant Director.

Section Eight: Board Rotation. Except for the initial Directors, no Director may serve for more than two (2) consecutive terms, except for a Director who is elected to fill a partial term of a former Director or Officer, or who, following the expiration of his/her/their term in office, is elected to serve as an Officer.

Article V: Officers

Section One: Officers. Members at the initial General Membership Meeting of the Corporation shall elect the Officers. Beginning at the 2016 Annual Meeting, Members will elect the President, Vice-President, Recording Secretary, Treasurer, and Corresponding Secretary at the Annual Meeting according to the procedure set out in Article IV Section Four.

Section Two: Term of Office, Term Limits. The term of office for President, Vice President, Recording Secretary, and Corresponding Secretary shall be one (1) year. The term of office for Treasurer shall be two (2) years.

No Member may serve more than two (2) consecutive terms in any one Officer position. No Member may be nominated for election as an Officer if that Member has held any elected Officer or Quadrant Director position, or combination thereof, for the six (6) consecutive prior years.

After serving as President, the President shall become the Past-President, who shall serve as a non-voting advisor to the Board for one (1) year.

Section Three: Duties of Officers. The President shall: (a) preside at meetings; (b) appoint standing and special committees and serve as an ex-officio member thereof; (c) decide all questions of order; (d) only cast a vote in the event of a tie; and (e) conduct all business of the Corporation to the best interests of its Members. The President may approve bills for payment, if

\$200.00 or less.

The Vice President shall act in the absence of the President and when assuming such duty shall have the same authority, rights, and responsibilities.

The Recording Secretary shall perform all duties customarily assigned to the office of secretary, which are not assigned to the Corresponding Secretary. The Recording Secretary shall be responsible for all minutes and records, and shall have charge of all papers, documents, and files.

The Treasurer shall collect all dues and receive other assets obtained by the Corporation, keeping a record of all funds and other assets in a book suitable for the purpose, maintaining a record of all money received and spent, reporting monthly at General Membership Meetings and Board Meetings and shall present financial records for inspection or audit at the last annual Board Meeting, or at the request of the President or Board. The Treasurer shall submit a proposed annual budget at each Annual Meeting and allow for the General Membership to provide comments on the budget. The Board shall vote to approve the proposed budget at the first Board Meeting following the Annual Meeting. The Treasurer shall pay all bills for \$200.00 or less, with the approval of the President. Bills of \$200.01 or more shall be approved by a majority vote of the Board. The Treasurer shall retain a copy of each receipt. The Treasurer shall deposit all funds or securities in the name of the Corporation in a bank designated by the Board. The Treasurer and the President shall cosign all checks. The Treasurer shall ensure all of the Corporation's government and regulatory filings are timely filed.

The Corresponding Secretary shall be responsible for all general correspondence on behalf of the Corporation and such correspondence the President and Board may delegate. The Corresponding Secretary shall maintain a roster of the names, addresses, email addresses, preferred contact information, and date of Membership of the Members. The Corresponding Secretary shall provide all applicable meeting notices.

Section Four: Vacancies. The Members of the Corporation at the first General Membership Meeting shall fill all vacancies occurring among the Officers after a vacancy occurs. Any Member may self-nominate to fill the vacancy and the Board may also nominate any Member to fill the vacancy. The nominee who receives the most votes shall fill the vacancy. Voting shall be conducted by secret written ballot and the ballots shall be counted by a committee appointed by the President at the same meeting which shall not include any nominees.

Section Five: Removal. Any Officer, upon recommendation of the Board, can be removed by a two-thirds (2/3) vote of the Members present at any General Membership meeting. The Members must be provided at least five (5) calendar days' prior notice of a vote to remove an Officer.

Article VI: Committees

Section One: Committees. To further the work of the Corporation, the President may create such standing and ad hoc committees from time to time, the President deems necessary.

Section Two: Committee Members. Committee Members must be current Members of the Corporation. The President shall appoint a Chairperson of each committee.

Section Three: Removal. The President may remove a Chairperson of any Committee for cause.

Section Four: Reports. The Chairperson of each Committee shall keep the Board informed of their activities on behalf of the Corporation and when called upon shall submit a report at General Membership Meetings and Board Meetings.

Section Five: Limitation of Powers. Chairpersons of Committees must present proposed plans and budgets for approval by the Board. The Chairperson does not have authority to bind the Corporation, enter into contracts, or spend the Corporation's funds without express approval by the Board.

Article VII: Membership and Dues

Section One: Qualifications. The Corporation has "Members" as described in Chapter 355 of the Missouri Revised Statutes. Membership in the Corporation is open to (i) any real person residing in the Geographic Area; (ii) any real person or entity owning residential real property in the Geographic Area; and (iii) any business entity with a place of business in the Geographic Area. No single real person may hold or otherwise benefit from more than one type of Membership. No single entity may hold or otherwise benefit from more than one type of Membership. Members shall not be personally liable for the acts, debts, liabilities, or obligations of the Corporation.

Section Two: Membership Types. Membership in the Corporation shall consist of three types:

- A. Individual Membership is available to any individual real person who resides in the Geographic Area.
- B. Household Membership is available to any two or more real people residing at the same address within the Geographic Area.
- C. Business Membership is available to (i) any business entity with a place of business within the Geographic Area; or (ii) any individual real person or entity owning residential real property within the Geographic Area.

Section Three: Dues. The Board may establish dues in such amounts as the Board deems appropriate with approval by a majority vote of the Members. If dues are established, the Board,

in its sole discretion, may grant waivers or reductions of dues.

Section Four: Voting. Except for the voting related to the initial Officers and Directors that will take place at the initial meeting, voting privileges are granted only to those Members whose dues are paid, if dues have been established, and have been a Member for at least twenty-eight (28) days. Each Individual Member receives one vote. Each Member making up the Household Membership receives one vote. Each Business Member receives one vote.

All real people eligible for membership based on a verified address within the Geographic Area and in attendance at the initial meeting may vote for the initial Board.

Section Five: Forfeiture. In the event the Board establishes dues, any Member whose dues are unpaid sixty (60) days past the payment deadline automatically forfeits his/her/its Membership.

Article VIII: Meetings

Section One: General Membership Meetings. The Corporation shall hold General Membership Meetings at least six (6) times annually as prescribed by the Board. At the Annual Meeting, the Board shall provide the scheduled General Membership meeting dates for the upcoming year, and the Board may change these scheduled meeting dates only if (i) it has good cause for doing so, and (ii) it provides at least five (5) days' prior notice to the Members of the change. The April General Membership Meeting each year shall be considered the "**Annual Meeting.**"

Except as otherwise required by law or these Bylaws, the vote of the majority of Members present at a General Membership Meeting at which a quorum is present is an act of the Members.

Section Two: Board Meetings. The Board shall hold Board Meetings at least six (6) times annually. A Board Meeting shall be held within the two (2) weeks prior to every General Membership Meeting. The Board with at least five (5) calendar days' prior notice may change the date of any Board Meeting. Absences from three (3) consecutive Board Meetings or from more than half of the Board meetings held within a fiscal year shall disqualify a Director, including an Officer, from Board membership. Any such disqualified Director may petition to be reinstated to the Board, which shall be approved by a majority of the Nominating Committee upon a showing of good cause. All Board meetings shall be open to all Members. The President may set parameters for the participation of non-Board members. Only Board members may vote. Non-Board members may be excluded from Board meetings upon discussion of any of the following: (a) personnel matters; (b) confidential matters; or (c) any other matter upon a two-thirds (2/3) vote of Directors present.

Except as otherwise required by law or these Bylaws, the vote of the majority of the Directors present at a meeting of the Board at which a quorum is present is an act of the Board.

Section Three: Notice of Meetings. The Corresponding Secretary shall provide at least five (5) calendar days' prior notice to the Members of General Membership Meetings. The Corresponding Secretary shall provide at least five (5) calendar days' prior notice to the Board of Board Meetings. The notice may be given in person, by first-class mail to the most recent mailing address provided by the Member to the Corporation, or by electronic mail to the most recent email address provided by the Member. The notice is deemed effective when given (if in person), when deposited (if first-class mail), or when sent (if electronic mail). The Corresponding Secretary shall also cause informational signs to be placed throughout the Geographic Area in a good faith attempt to provide public notice of General Membership Meetings. Attendance at any meeting without objection to the notice (or lack of notice) provided constitutes waiver of notice.

Section Four: Quorum. Twenty-five (25) Members shall constitute quorum at any General Membership Meeting. Seven (7) Directors shall constitute quorum at any Board Meeting. All decisions of the Members and the Board shall be made by majority vote of those present.

Article IX: Fiscal Year

Section One: Fiscal Year. The Corporation shall have a fiscal year ending on December 31.

Article X: Indemnification

Section One: Indemnification of Directors and Officers. Each person who is or was a Director or Officer of the Corporation, including the heirs, executors, administrators, or estate of such person, may be indemnified by the Corporation to the full extent permitted by Missouri law against any liability, judgment, fine, amount paid in settlement costs, and expenses (including attorney fees) incurred as a result of any claim arising out of such person's conduct in his or her capacity as a Director or Officer of the Corporation. This indemnification is not exclusive of any other rights to which a person may be entitled under any other agreement or vote of disinterested Directors, and does not limit in any way any right of the Corporation to make different or further indemnification with respect to any person.

Section Two: Insurance. The Board may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent of the Corporation against any liability which such person may incur, and which arises out of such person's status as a Director, Officer, employee, or agent, whether or not the Corporation would have the power to indemnify that person against the liability under the law.

Article XI: Dissolution

Section One: Dissolution. The Corporation may be dissolved by the majority vote of the

Members present at any meeting of the Members called for the purpose of dissolution.

Section Two: Assets. Upon dissolution, assets of the Corporation shall be distributed according to the Corporation's Articles of Incorporation.

Article XII: Amendments

Section One: Amendments. These Bylaws may be amended or revised by a vote of two-thirds (2/3) of the Membership in attendance at a meeting of the Members, which is held at least twenty-eight (28) days after the proposal of such change.

Certification

These Amended and Restated Bylaws were adopted at a General Membership Meeting held on _____, 2017.

Recording Secretary

Printed Name: _____