

Soulard Restoration Group, Incorporated By-Laws

As Amended, Fully Restated and Adopted June 7, 2006

ARTICLE I: Name

The name of the organization shall be the Soulard Restoration Group, Incorporated, hereinafter also referred to as "SRG."

ARTICLE II: Purposes

The purposes of the Soulard Restoration Group shall be:

- A. To foster community improvement within, but not limited to, the area known as the Soulard Historic District, as delineated in City of St. Louis Ordinance No. 57078
- B. To encourage restoration and preservation of property within the district
- C. To participate in the beautification and reestablishment of all public areas within the District, and to support necessary public improvements
- D. To stabilize the community by fostering civic pride
- E. To have the power to acquire property, both real and personal, by gift, bequest, or devise; such property shall be utilized to foster the aforementioned goals, which shall not be contrary to the laws governing the General Not-For-Profit Corporation Act
- F. To encourage and support, but not sponsor, political legislation for the preservation, restoration, and improvement of the District
- G. To raise the necessary moneys to carry out the programs initiated by the Soulard Restoration Group
- H. At the direction of the Board, to support any social and civic organizations whose purpose are complementary to those of the Soulard Restoration Group, and
- I. To function as a neighborhood association for the Soulard Historic District.

ARTICLE III: Membership

Membership in the Soulard Restoration Group shall consist of persons and organizations interested in the stated purpose of the Soulard Restoration Group who shall apply for membership.

Section 1: Voting Membership

Voting membership shall be open to individuals interested in the stated purpose and objectives of the Soulard Restoration Group. Requirements include:

- A. Ownership of property in Soulard or residency in Soulard
- B. Completion of an application of voting membership, and

- C. Payment of the annual voting membership dues.
- D. Two adult members of a household living together at the same Soulard residence may elect to pay dues as a family rather than as individuals. Dues for those two members combined shall be one and one-half times the dues for an individual.

Each individual, age 18 years or older, who meets these requirements, shall be a Voting Member of the Soulard Restoration Group.

Section 2: Non-Voting Membership

Non-voting membership shall be open to individuals, agencies, and corporations interested in the stated purpose and objectives of the Soulard Restoration Group. Requirements include:

- A. Completion of an application for non-voting membership
- B. Review of the application by the Membership Committee and approval of the application by the Board, at the recommendation of the Membership Committee, and
- C. Payment of the annual non-voting membership dues.

Section 3: Termination of Membership

Membership may be terminated:

- A. On voluntary application of the member at least thirty (30) days before the annual date of renewal of membership, or by non-payment of dues.
- B. At any time by a vote of two-thirds (2/3) of the Board of the Soulard Restoration Group, after sixty (60) days prior written notice by the Secretary to the member that membership will be terminated if the stated requirements for membership are not met.

ARTICLE IV: Meetings

Section 1: Monthly Meetings

The President shall be responsible for holding and giving notice of a membership meeting each month during the term. The President shall be responsible for setting the time and place of monthly meetings, with the approval of the Board.

Section 2: Annual Membership Meeting

An annual meeting of the membership shall be held in April of each year, at which time elections shall be held. The President shall be responsible for giving notice of the annual meeting to all members, at least seven (7) days prior to the meeting. Except as described in ARTICLE VI, Section 2, all officers and all vacant or expiring positions on the Board of Directors shall be elected at the annual meeting.

Section 3: Voting Privileges

Each Voting Member is entitled to one vote in all matters pertaining to the Soulard Restoration Group, provided that he or she has been a voting member in good standing at least by the time of the previous membership meeting prior to exercising such voting privilege. Proxies shall not be allowed.

Section 4: Override of Board Decisions

The membership may override any decision of the Board. Override action shall be initiated by two-thirds (2/3) vote, of the membership present at a membership meeting, on a motion to consider whether to override a Board decision. If the motion passes, then at the next membership meeting a vote will be taken on whether to override the Board decision. An override shall take effect if a majority of members present at the membership meeting vote in favor of the override. At least seven (7) days written notice shall be given to the membership that the override motion will be considered at the membership meeting.

ARTICLE V: Board of Directors

Section 1: Number and Qualifications

- A. The Board of Directors, hereinafter also referred to as "Board" or "the Board," shall consist of the following eleven (11) members: the President, President Elect, Secretary, Treasurer, five (5) Directors elected at-large, the Immediate Past President and the Editor of the newspaper.
- B. Each member of the Board must fulfill the requirements of a Voting Member of the Soulard Restoration Group, as set forth in ARTICLE III, Section 1.

Section 2: Powers and Duties

- A. The Board shall be responsible for the control and management of the affairs, property and interests of the Soulard Restoration Group.
- B. The Board shall be responsible for setting the policies and procedures of the Soulard Restoration Group.
- C. The Board shall submit for approval by a majority vote of the membership at the June meeting a budget for the fiscal year.
- D. The Board is empowered to retain by majority vote the services of an Executive Director, who shall serve at the discretion of the Board.
- E. In addition to the committees specified in ARTICLE IX of these By-Laws, the Board may create and appoint committees to assist in the conduct of the affairs of the Soulard Restoration Group.
- F. The Board shall have the authority to set the amount of annual voting membership dues and annual non-voting membership dues. A two-thirds (2/3) vote of the Board shall be necessary to determine the amount of said dues.
- G. Each member of the Board elected at the annual meeting of the membership shall take office immediately, with exception of the Treasurer, as set forth in ARTICLE VI, Section 3, Paragraph B4 of these By-Laws.
- H. The Board shall publish a newspaper five (5) times each year. The newspaper shall be distributed to members of the Soulard Restoration Group, residents of the Soulard Historic District, and to other interested parties as deemed appropriate by the Board.
 - 1. The Board shall appoint by majority vote the Editor of the newspaper, who shall serve at the discretion of the Board.
 - 2. The newspaper shall be published and written pursuant to the purposes of the Soulard Restoration Group, as set forth in ARTICLE II of these Bylaws.

3. The Board shall serve as publisher and editorial board for the newspaper. It shall be responsible for setting policies and a budget for the newspaper.
- I. It is the responsibility of all Board members to keep all other Board members up-to-date with respect to their mailing address(es), telephone number(s), fax number(s) and e-mail address(es). Board members should respect the confidentiality of this information.

Section 3: Quorum

The presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business at all meetings of the Board.

Section 4: Voting

Each member of the Board shall have (1) vote at all meetings of the Board. Proxies shall not be allowed.

Section 5: Notice of Meetings

The President shall be responsible for giving notice of regular meetings of the Board. Regular mail or e-mail may be used for this purpose.

Section 6: Special Meetings of the Board

- A. A special meeting of the Board may be called at any time by the President.
- B. The President must upon written notice of any two (2) members of the Board call a special meeting to be held not more than seven (7) days after the receipt of such request.
- C. The President shall serve notice of special meetings upon each member of the Board at his or her last known address or e-mail address at least two (2) days prior to the date of the meeting. The time and place of the meeting, and the business to be transacted, shall be specified.
- D. Members may use regular mail or e-mail to request the President to call a special meeting. The President may use regular mail or e-mail to provide notice of a special meeting to all Board members.
- E. At any meeting at which all members of the Board are present, although held without notice, any business may be transacted which might have been transacted if the meeting had been called with notice.

Section 7: Telecommunications

Any member of the Board may participate in a regular or special Board meeting by any means of communication through which the member and other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by such means constitutes presence at the meeting. There need not be a physical meeting at all if all members of the Board participating in the meeting do so by such means of communication. A conference call would be one example of such a meeting and means of communication.

Section 8: Board Action Through E-mail Communications

Any Board member may request that the President (or President Elect) circulate a motion for Board action by e-mail notification to all other Board members at their last known e-mail address. The President (or President Elect) shall e-mail such motion within 48 hours of the request being made. Should the President (or President Elect) fail to e-mail such motion within 48 hours due to absence, incapacity or for any other reason, the requesting Board member may do so him- or herself with the same force and effect as if it had been e-mailed by the President (or President Elect).

The subject of such motions must be relatively minor in nature and may not involve the transfer, sale or acceptance of real property, the expenditure or obligation of more than \$500, termination of membership, removal of a Board member, indemnification, appointments to the Board, or the hiring, firing or taking of other personnel actions.

One week after the date the motion was e-mailed to all Board members, it will become an official act of the Board if: (a) an absolute majority of all Board members (at least five plus the suggesting member who is assumed to approve) approves the motion through e-mail to all other Board members at their last known e-mail address and (b) if no Board member who responds within the week objects to acting on the motion through e-mail.

Section 9: Resignation

- A. A member of the Board may resign at any time.
- B. The resignation shall be made in writing and shall take effect immediately, without acceptance.
- C. If the President resigns, the President Elect shall become President and shall serve until the next elections. The position of President Elect shall then be filled in the manner described in ARTICLE V, Section 11 of these By-Laws. However, an appointed – as opposed to elected – President Elect must stand for re-election at the next annual meeting. Upon resignation the President relinquishes the right to hold a position on the Board as Immediate Past President.
- D. If the Immediate Past President resigns from the Board, that position on the Board shall remain vacant until the term expires.

Section 10: Removal

- A. Any member of the Board who fails to attend three (3) consecutive Board meetings or three (3) consecutive regular membership meetings may be notified in writing of such failure by the President. Subsequent failure on the part of the member of the Board to reply to the President with a satisfactory excuse for the absences shall serve grounds for dismissal from the Board by a majority vote of the Board.
- B. The membership may remove any member of the Board. Removal of a Board member shall be initiated by two-thirds (2/3) vote, of the membership present at a membership meeting, on a motion to consider whether to remove a Board member. If the motion passes, at the next membership meeting a vote will be taken on whether to remove the Board member. Removal shall take effect if a majority of members present at the membership meeting vote in favor of removal. At least seven (7) days written notice shall be given to the membership that the motion to remove a Board member will be considered at the membership meeting.

Section 11: Vacancies

The President shall make appointments to fill vacancies on the Board. Such appointments must be approved by a majority vote of the Board.

ARTICLE VI: Officers

Section 1: Officers and Qualifications

The Officers of the Soulard Restoration Group shall be the President, President Elect, Secretary, and Treasurer. No member shall hold more than one office at one time.

Section 2: Term of Office

Officers shall serve one year terms. Neither the President nor the President Elect shall serve more than two consecutive terms in their office. For purposes of this Section, any fraction of a one-year term shall be considered a full term. The President Elect shall continue in office and shall not be required to stand for re-election a second time if the President remains the same President as the one in office at the time the President Elect was elected. Officers shall hold office until their successors have been qualified and duly elected or until removed.

At the first Annual Meeting after adoption of these By-Laws, the President shall be elected. Thereafter, the office of President will not be elected but will be filled by the President Elect in accordance with these By-Laws.

Section 3: Powers and Duties

- A. The Board shall have authority to grant powers and duties to the Officers.
- B. In addition to the powers and duties hereafter granted by resolution of the Board, the Officers shall have the following powers and duties:
 1. The President shall be the executive officer and shall preside at all Board and membership meetings. The President shall appoint heads of committees, subject to the approval of the Board, and shall be an ex officio member of all committees. The President shall be responsible for reporting on decisions of the Board. The President shall be responsible for giving notices in the manner required by these Bylaws and by law.
 2. The President Elect shall perform the duties and exercise the powers of the President in the President's absence and shall work with the President on such internal and external affairs of the Soulard Restoration Group as shall be assigned by the President. The President Elect shall become the President upon expiration of the President's tenure in office, or upon the President's earlier death, incapacity or removal from office.
 3. The Secretary shall attend all meetings of the Board and membership meetings and shall record votes and keep minutes of such meetings in one or more books provided for such purpose. Computer and digital files may be used in addition to, but not in lieu of, paper records. The Secretary shall be the custodian of the corporate records and seal. The Secretary shall have such authority and perform such duties as the Board from time-to-time may prescribe. In the absence of or in addition to the Secretary, the President may appoint an Assistant Secretary to give notice or keep the votes and minutes at a meeting.
 4. The Treasurer shall assist the Board in preparing an annual budget for the upcoming fiscal year, which begins on July 1 of each year. The Treasurer shall report monthly to the Board and to the membership concerning the financial conditions of the Soulard Restoration Group. The Treasurer shall serve on the Board beginning July 1 and ending June 30 of each year. The Treasurer shall prepare the annual income tax return for the year during which the Treasurer held office. The Treasurer may keep and maintain a petty cash fund, not to exceed fifty (50) dollars. The Treasurer shall keep and maintain in

books the records of the Corporation, accurate accounts of receipts and disbursements, and shall deposit all moneys and valuable effects of the Soulard Restoration Group, in the name of the SRG, in such depositories as the Board may designate and shall make disbursements of the funds and securities of the Soulard Restoration Group upon orders of the Board. Computer and digital files may be used in addition to, but not in lieu of, paper records. Checks must be signed by any two (2) of the following: President, President Elect, Secretary, and Treasurer.

ARTICLE VII: Directors

Section 1: Number and Qualifications

- A. Five (5) members of the Board shall be Directors, who are voting members of the Soulard Restoration Group, and who are elected at-large.
- B. These five Directors shall serve one two (2) year term. Two (2) of the Directors terms shall begin after the annual meeting of the membership in each odd-numbered year, and three (3) shall begin after the annual meeting of the membership in each even-numbered year.
- C. The Editor of the Renaissance newspaper and the immediate past President of the SRG Board shall also serve as Directors.

Section 2: Editor

The Editor, who serves at the discretion of the Board, shall be a voting member of the Soulard Restoration Group. The Editor shall be responsible for the publication of the Renaissance newspaper. The Editor shall report to the Board about the newspaper at each regular Board meeting.

ARTICLE VIII: Executive Director

Section 1: Qualifications

The Executive Director, who serves at the discretion of the Board, shall be a member, voting or non-voting of the Soulard Restoration Group.

Section 2: Powers and Duties

- A. The Executive Director, in consultation with the President, shall administer the daily operations of the Soulard Restoration Group. The Executive Director shall also be responsible for raising funds necessary to fulfill the purposes of the Soulard Restoration Group, as set forth in ARTICLE II of these Bylaws. The Board shall give the Executive Director specific direction as to how to carry out these and other duties.
- B. The Executive Director shall report to the Board at each regular Board Meeting.
- C. The Executive Director shall receive application for membership to the Soulard Restoration Group, keep an up-to-date membership dues list, issue notices of dues payable, be in charge of collection of dues, provide each new member of the Soulard Restoration Group with a copy of these Bylaws and a membership list, and shall periodically update the membership list and provide it to members of the Soulard Restoration Group.

ARTICLE IX: Committees

It shall be the duty of the President, with the approval of the Board of Directors, to appoint committees as the need arises to fulfill the purposes of the organization. The head of such committees shall be appointed by the President, with the approval of the Board of Directors. No members or committees shall contract for, or incur, any expense in the name of the Soulard Restoration Group, with out authorization from the Board of Directors. One (1) member of the Board shall serve as a liaison between the Board and a single committee. The head of each committee, and all members of a committee with the power to vote on committee business, shall be voting members of SRG as described in Article III, Section 1.

There shall be the following standing committees:

- A. Beautification Committee – The Beautification Committee shall be responsible for proposing, implementing, and participating in programs to beautify all public areas within the District.
- B. Code and Zoning Committee – The Code and Zoning Committee shall review and comment on plans for alterations to the exterior of existing buildings, the construction of new buildings and demolition of buildings in the District to determine whether there is compliance with the Soulard Neighborhood Historic District Rehabilitation and New Construction Standards. The Code and Zoning Committee shall also review and comment on request for variances from the existing zoning classifications within the District. The Code and Zoning Committee is empowered, upon the approval of the Board, to testify before any court or public body on behalf of the Soulard Restoration Group to carry out these purposes.
- C. Fundraising Committee – The Fundraising Committee shall – through a variety of activities and events – produce revenue for the Soulard Restoration Group. Such revenue may be used for general purposes as set forth in ARTICLE II of the bylaws or for specifically targeted purposes with the approval of the Board.
- D. Communications Committee – The Communications Committee shall be responsible for a variety of communications with the public. These shall include the Renaissance, the SRG website, preparation of draft policy statements, and the establishment and maintenance of contact with various entities and organizations in the area. The President of SRG, the Editor of the Renaissance and the SRG Webmaster shall be ex-officio members of the Communications Committee. The SRG President shall continue to be the official spokesperson for SRG unless he or she delegates such responsibilities.
- E. Safety Committee – The Safety Committee shall develop and administer programs to monitor and assist law enforcement authorities in their effort to make the District a safe place to live and work.
- F. Residential Promotion Committee – The Residential Promotion Committee shall develop programs to attract potential home buyers and new residents to Soulard. Among the responsibilities of this committee shall be conducting an annual house tour and such other tours as may be helpful in furthering the objectives of the Soulard Restoration Group.
- G. Membership Committee – The membership Committee shall develop and implement projects to maintain and increase membership in the Soulard Restoration Group and to provide services to the membership.
- H. Nominating Committee – The Nominating Committee shall prepare a slate of Officers and Directors for election at the Annual Meeting. The Nominating Committee shall be composed of at least five (5) voting members. The Nominating Committee shall be appointed no later than December 1st. Any member of the Nominating Committee who wishes to run for election for any position shall resign form the Committee no later than the March membership meeting. The Nominating Committee shall prepare and present a slate of nominees two (2)

meetings prior to the annual membership meeting. An opportunity shall be made available for presentation of other nominees prior to the annual membership meeting Election shall be held at the annual membership meeting.

ARTICLE X: Indemnification and Insurance

Section 1: Indemnification

- A. SRG shall, to the extent legally permissible, indemnify each of its Board members, officers and employees against all liabilities and expenses, including amounts paid in satisfaction or compromise of judgments, fines and penalties, and counsel fees, reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal in which the indemnified parties may be involved or with which the indemnified parties may be threatened while in office or thereafter, by reason of being or having been such a Board member, officer or employee, or by reason of any action or omission in any such above-described capacity; except with respect to any matter as to which such indemnified party shall have been finally adjudicated in any action or proceeding not to have acted in good faith in the reasonable belief that action was in the best interest of SRG, or if otherwise prohibited by law.
- B. Expenses, including counsel fees reasonably incurred by any such Board member, officer or employee in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by SRG in advance of the final disposition thereof upon receipt of an agreement by such individual to repay the amount paid by SRG if he or she be adjudicated to be not entitled to indemnification in accordance with the standards set forth above. The right of indemnification hereby provided will not be exclusive of or affect any other rights to which any Board member, officer, or employee may be entitled. Nothing contained herein shall affect any rights to indemnification to which SRG's employees may be entitled by contract or otherwise under law. As used in this Article, the terms indemnified party, Board member, officer and employee shall include their respective heirs, executors and administrators, and the term Board member includes one against whom in such capacity the proceedings in question or another proceeding on the same or similar ground has been pending.

Section 2: Insurance

SRG may obtain one or more policies of insurance covering any liability it may incur hereunder and may pay any premiums required thereon. The maintenance of any such insurance policy shall not relieve SRG of any obligation hereunder except that the proceeds of any such policy may be used to reimburse SRG for any payments made to any indemnified party, pursuant to this Article.

ARTICLE XI: Amendments

The Bylaws may be adopted, amended, or repealed by voting at any regular monthly meeting of the membership, provided that the proposed amendments to these Bylaws have been submitted in writing to all voting members not less than two (2) monthly meetings, before the meeting at which voting on such is conducted. A two-thirds (2/3) vote of the membership of the Soulard Restoration Group present at the meeting at which such voting is conducted must approve amendments to these Bylaws.

ARTICLE XII: Parliamentary Procedure

Where Parliamentary Procedures are not covered by these Bylaws and strict Parliamentary Procedures may be invoked by the person chairing the meeting, Robert's Rules of Order, New Revised shall be followed.