SOULARD RESTORATION GROUP, INC. BY-LAWS

As Amended, Fully Restated and Adopted August 6, 2025

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Soulard Restoration Group, Incorporated By-Laws

ARTICLE I NAME OF ORGANIZATION

The name of the organization shall be the **Soulard Restoration Group, Incorporated**, hereinafter also referred to as the "**SRG**." "**Soulard**", for the purposes of these By-Laws, is defined as that used by the City of St. Louis ("**the City**"), and encompasses the area bounded by Interstate Highway 55 (I-55) on the West, to Interstate Highway 44 (I-44) on the North, to South 7th Boulevard on the East, continuing southwesterly along S 7th Boulevard to Sidney Street, then south of Sidney Street continuing southwesterly along South Broadway Street to its southern intersection with Interstate Highway 55 (I-55) at the Cherokee Street on ramp. (https://www.stlouis-mo.gov/government/departments/planning/documents/upload/21-Soulard_9-26-2011.pdf).

Section 1. Offices

The principal office of the SRG in the State of Missouri shall be located in the City of St. Louis at 1911 South 12th Street or another location in the City as determined by the **Board of Directors** (as defined in **ARTICLE V, Section 1, Paragraph A**). The SRG may have such other offices within or outside of said City as may be required.

The registered office of the SRG required under the laws of the State of Missouri is to be maintained in Missouri which may be, but need not be, identical with the principal office in Missouri. The SRG shall maintain a registered agent whose address shall be the same as that of the registered office of the SRG. The registered agent and address of the registered office may be changed from time-to-time by the Board of Directors in conformity with the laws of the State of Missouri.

ARTICLE II MISSION AND PURPOSES

Section 1. Mission

The SRG's mission is to promote, preserve, and enhance the historic character of the Soulard neighborhood, as well as improve the quality of life for all members of the community.

Section 2. Purposes

The SRG is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Missouri Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code for public, educational, scientific, historic preservation, and charitable purposes as described below and in the current SRG Articles of Incorporation.

The specific purposes of the SRG shall be:

1) To function as a neighborhood association for Soulard

2) To foster community improvement within, but not limited to, the area known as Soulard

3) To encourage restoration and preservation of property within Soulard

4) To participate in and support beautification of and improvements to all public areas within Soulard

5) To stabilize the community by fostering civic pride

6) 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 any governing laws including the most current Missouri Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

7) To encourage and support, but not sponsor, political legislation for the preservation, restoration, and improvement of Soulard

8) To raise the necessary moneys to carry out the programs of the SRG

9) To support any social and civic organizations whose purposes are complementary to those of the SRG

10) To enhance housing opportunities through housing conservation and development

11) To protect residential and community property values, and

12) To perform community service or economic development activities.

ARTICLE III MEMBERSHIP

Membership in the SRG shall consist of persons and organizations interested in the stated purpose of the SRG who shall apply for membership ("**Member**", "**Members**", and "**Membership**"). Membership will be subject to payment of dues as determined by the Board.

Section 1. Voting Membership

Voting Membership shall be open to individuals interested in the stated purposes and objectives of the SRG. Requirements include:

A. Resident of Soulard or an individual who owns property in Soulard, excluding any businesses that include Corporations; Limited Liability Companies (LLC); Limited Partnerships (LP); Limited Liability Partnerships (LLP); or similar entities

B. Completion and submission of an application of voting Membership

C. Review and acceptance of the application by the Membership Committee

D. Adherence to applicable standards of conduct as set out in the **Policies and Procedures** (as defined in **ARTICLE V, Section 2, Paragraph B**)

E. Payment of the annual voting Membership dues.

Each individual, age 18 years or older, who meets these requirements, shall be a "**Voting Member**" of the SRG.

Section 2. Non-Voting Membership

Non-voting Membership shall be open to individuals, agencies, businesses, and corporations interested in the stated purpose and objectives of the SRG. Requirements include:

A. Completion and submission of an application for non-voting Membership

B. Review and acceptance of the application by the Membership Committee

C. Adherence to applicable standards of conduct as set out in the Policies and Procedures, and

D. Payment of the annual non-voting Membership dues.

Each individual age 18 years or older, who meets these requirements, shall be a "**Non-Voting Member**" of the SRG.

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. Involuntarily by a **Two-thirds (2/3) Vote of the Board** (as defined in **ARTICLE V, Section 4**) taken no sooner than sixty (60) days after written **Notice** (as defined in **ARTICLE IV, Section 7**) by the Secretary to the Member that their Membership may be terminated.

ARTICLE IV MEETINGS

Section 1. Monthly Meetings

The President shall be responsible for holding a Membership meeting ("**General Membership Meeting**") each month during the term. The President shall be responsible for setting the time and place of General Membership Meetings, with the Approval of the Board. The President is also responsible for providing Notice of these meetings to the Membership through the approved media listed in the Policies and Procedures.

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 "**Annual Meeting**"). 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 **Section 6** of this Article, all officers and all vacant or expiring positions on the Board of Directors shall be elected at the Annual Meeting.

Section 3. Emergency Meetings

The President, with a **Majority Vote of the Board** (as defined in **ARTICLE V, Section 4)**, may hold an emergency meeting of the Membership with 72 hours notification using the approved media listed in the Policies and Procedures. Emergency Meetings should be limited to those matters specifically identified in the notification by the President and the Board.

Section 4. Voting Privileges

Each Voting Member is entitled to one vote in all matters pertaining to the SRG that are brought forth by the Board to Membership, provided that Member has been a Voting Member in good standing at least by the time of the previous General Membership Meeting prior to exercising such voting privilege. Proxies shall not be allowed.

Section 5. Override of Board Decisions

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

Section 6. Electronic Voting Permitted

For matters for which a vote comes before the Membership, the Board may decide to allow such votes electronically in accordance with approved methods provided in the Policies and Procedures.

If the Board elects to use electronic voting methods for an election, at least one month prior to the Annual Meeting the President shall announce to Members the protocols for holding the elections electronically. Electronic voting protocols should be established such that the voting process and counting of votes will

be completed in a timeframe that allows sufficient time for Voting Members to cast votes (generally, at least a ten (10)-day timeframe) so that the election results can be announced in time for the newly elected Board Members to attend and participate as Board Members at the April Board meeting.

Section 7. Notice

"**Notice**" is defined in the Policies and Procedures.

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 (hereinafter referred to as "**Board Member**" or "**Board Members**"): the **Officers** (as defined in **ARTICLE VI)**, and the **Directors** (as defined in **ARTICLE VII).**

B. For the entirety of serving on the Board, each Board Member must fulfill the requirements of being a Voting Member of the SRG, as set forth in **ARTICLE III, Section 1.**

C. Unless an exception is made by a Two-thirds (2/3) Vote of the Board, two or more adult Members of a household living together cannot serve concurrently as Board Members. Family members, even those living in separate households, shall adhere to applicable standards of conduct as set out in the Policies and Procedures.

D. Board Members cannot simultaneously serve as a **Committee Chair** (as defined in **ARTICLE IX, Section 4**). This limitation does not apply to ad hoc committees or to temporary committee chairs for limited periods of time as approved by a Majority Vote of the Board.

Section 2. Powers and Duties

A. The Board shall be solely responsible for the control and management of the affairs, property, and interests of the SRG.

B. The Board shall be responsible for setting the policies and procedures of the SRG by developing a separate Policies and Procedures manual which will incorporate resolutions and other standards that

are passed by the Board and that are not otherwise covered in these By-Laws (collectively, "**Policies and Procedures**"). The Board will codify the Policies and Procedures within the first year of operation after the **Effective Date** (as defined in **ARTICLE XV)**, and the Policies and Procedures shall be reviewed by each incoming President and updated by the Board from time-to-time as needed.

C. The Board is empowered to retain by a Majority Vote of the Board, the services of an Executive Director, who shall serve at the discretion of the Board.

D. The Board shall have the authority to set the amount of annual dues for individual Voting Members and individual Non-Voting Members (collectively, **"Regular Dues"**). In addition, the Board shall have the authority to set the amount of annual dues for individuals over a certain age (such age to be determined by a Majority Vote of the Board) ("**Senior Dues"**). A Two-thirds (2/3) Vote of the Board shall be necessary to determine the amount of Regular Dues and Senior Dues.

In whatever decision the Board makes, it shall adhere to the principle that two or more adult Members of a household living together at the same residence may elect to pay dues as a family rather than as individuals. Dues for all family Members of a household living together at the same residence combined shall be one and one-half times the Regular Dues.

E. Each Board Member elected at the Annual Meeting shall take office immediately, with exception of the Treasurer, as set forth in **ARTICLE VI, Section 3, Paragraph B, Subparagraph *(4)*** of these By-Laws, who shall take over that office on July 1, the start of the SRG's fiscal year.

F. The Board shall periodically publish a newspaper. The newspaper shall be distributed to Members of the SRG, residents of Soulard, and to other interested parties as deemed appropriate by the Board.

(1) The newspaper shall be published and written pursuant to the purposes of the SRG, as set forth in **ARTICLE II, Section 2** of these By-Laws.

(2) The Board shall serve as the publisher and editorial board for the newspaper. It shall be responsible for setting all polices and a budget for the newspaper.

G. It is the responsibility of each Board Member to keep all other Board Members up to date with respect to their mailing address(es), telephone number(s) and/or cell phone numbers, and e-mail address(es). Board Members should respect the confidentiality of this information.

Section 3. Quorum

The Board Members on the Board at any given time are hereby referred to as “Current and Sitting” Board Members. At any given time, the number of Current and Sitting Board Members could be less than eleven (11) (for example, through resignation, removal, or death and until a new appointment or election has occurred). Unless otherwise specified herein, a majority of the Current and Sitting Board Members shall constitute a quorum for the transaction of business at any meeting of the Board. This majority shall be calculated as one-half (1/2) of the number of Current and Sitting Board Members, rounded up to the next integer if this calculation results in a figure that is not an integer. In addition to a majority, one or more Officers must be present for a quorum to occur. The presence of a quorum is necessary for the transaction of business at all meetings of the Board and for any matters submitted to a vote at meetings of the Board.

Section 4. Manner of Acting

For actions that require a majority vote of the Board, a “**Majority Vote of the Board"** shall be defined as one-half (1/2) of the Board Members Present and Voting, rounded up to the next integer. For actions that require a two-thirds (2/3) vote of the Board, a “**Two-thirds (2/3) Vote of the Board**” shall be defined as two-thirds (2/3) of the Board Members Present and Voting, rounded up to the next integer if this calculation results in a figure that is not an integer.

Use of the phrase “**Approval**” of the Board within these By-laws shall mean a Majority Vote of the Board, except for actions that specifically require a Two-thirds (2/3) Vote of the Board.

When tallying votes, abstentions are not counted.

The President will not vote until the votes of the other Board Members have been tallied and the results of those votes is known. Once those votes have been tallied and announced, the President may vote only if the casting of that vote will affect the outcome.

Section 5. Budget

Prior to the start of a fiscal year, which begins on July 1 of each year, the President is responsible for beginning the budget process. Each Board Member and Committee Chair will participate in the budget process. Each Committee Chair will engage with the Committee's **Board Liaison** (as defined in **ARTICLE IX, Section 5)** to prepare and submit a proposed Committee budget, which will include a description of the goals and planned activities for the upcoming fiscal year, as well as a review of the previous year's goals. Each Committee Chair is encouraged to engage as many members of its Committee as is necessary to complete any assigned tasks in a timely manner.

The Board will first approve a budget (the "**Board Approved Budget**") and then will submit the Board Approved Budget to Membership. The Board Approved Budget will be approved by a majority vote of Voting Member attendees present and voting at the General Membership Meeting for which the budget is so presented. At least seven (7) days written Notice (which will include publication or posting of the Board Approved Budget) shall be given to the Membership that the budget will be considered at the General Membership Meeting.

The timing of the budget process can vary from year to year but should generally meet the following timeline: (i) the time between the submission of the initial budget proposal by each Committee and the vote for the Board Approved Budget should allow ample opportunity for the Board to engage directly with each Committee Chair so that the Committee Chair may answer directly any questions the Board may have and to be given the opportunity to defend any modifications the Board may wish to make, (ii) the Board should vote on the Board Approved Budget no later than the June Board meeting, and (iii) the Board Approved Budget should be submitted to Members such that a vote can be taken no later than the July General Membership Meeting.

The Board should keep in mind that disbursements during a period that an approved Budget is not in place can only be made with Approval of the Board; this will include the period from the start of the fiscal year (July 1) to the date that the budget is ultimately approved by Membership. Therefore, it is preferable that the timeline be established such that Membership can vote prior to the start of the fiscal year. The Board

may consider electronic voting in accordance with **ARTICLE IV, Section 6**.

Section 6. Voting

Each Board Member shall have one (1) vote on each matter submitted to a vote at meetings of the Board for which that Board Member attends. Proxies shall not be allowed.

Section 7. Notice of Meetings

The President shall be responsible for giving Notice of regular meetings of the Board.

Section 8. Special Meetings of the Board

A. A special meeting of the Board may be called at any time by the President.

B. The President shall upon written Notice of any two (2) Board Members, 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 Board Member 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 will either schedule the special meeting within a reasonable period of time or reject the request. If the President rejects the request, the Member who made the request has the right to appeal the rejection at the Board meeting following the rejection. If the President accepts the request, the President shall serve Notice of special meetings upon each Board Member 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.

E. At any meeting at which all Board Members are present, including any meeting held without official Notice, any business may be transacted which might have been transacted if the meeting had been called with Notice.

Section 9. Telecommunications

Any Board Member may participate in a regular or special Board meeting by any means of communication through which the Board Member and other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting (e.g., conference call). Participation in a meeting by such means constitutes presence at the meeting. There need not be a physical meeting at all if all Board Members participating in the meeting do so by such means of communication.

Section 10. 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: (a) by a Majority Vote of the Board 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 11. Resignation

A. A Board Member may resign at any time.

B. If a Board Member other than the President resigns, the resignation shall be made in writing or e-

mail notification to the President and shall take effect immediately, without the need for the President to formally accept or to acknowledge.

C. If the President resigns, the resignation shall be made in writing or e-mail notification to the President-Elect and the Immediate Past President; the resignation shall take effect immediately, without the need for the President-Elect or the Immediate Past President to formally accept or to acknowledge; and the President-Elect shall become President and shall serve until the next election. The position of President-Elect shall then be filled in the manner described in **ARTICLE V, Section 13** 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 12. Removal

A. Any Board Member who fails to attend three (3) out of any sequential twelve (12) Board meetings (includes regularly scheduled Board meetings and any special Board meetings as defined by **ARTICLE V, Section 8**) or four (4) out of any regularly scheduled sequential twelve (12) General Membership Meetings shall be notified of such failure by the President in writing or e-mail notification. Subsequent failure on the part of the Board Member to reply to the President with a satisfactory excuse for the absences may serve as grounds for dismissal from the Board by a Majority Vote of the Board. Or;

B. By a Two-thirds (2/3) Vote of the Board. Or;

C. The Membership may remove any Board Member. Removal of a Board Member shall be initiated by a motion and a second to that motion to consider whether to remove a Board Member. Such motion shall be entertained by Voting Members at any General Membership Meeting. The motion will pass if at least two-thirds (2/3) of the Voting Members present and voting at that General Membership

Meeting vote in favor of the motion.

If the motion passes, at the next regularly scheduled General Membership Meeting, a vote will be taken on whether to remove the Board Member. Removal shall take effect if a majority of Voting Members present and voting at that General Membership Meeting vote in favor of removal. At least seven (7) days' Notice shall be given to the Membership that the vote to remove a Board Member will be considered at the General Membership Meeting. If the vote for removal passes, it shall take effect immediately, without the need for the Board to formally accept or to acknowledge.

The affected Board Member's duties on the Board will be suspended during the period between the above-referenced General Membership Meetings.

Section 13. Vacancies

Subject to Approval of the appointee by the Board, the President shall make appointments to fill vacancies on the Board.

Section 14. Limits on Terms

A. The terms of Board Members shall be limited to two consecutive terms. A Board Member who completes two consecutive terms must wait the equivalent of one full term before serving again in the same capacity. For example, a Director who completes two consecutive two-year terms cannot serve again as a Director until a two-year cycle of not serving has elapsed.

Directors who have completed their terms may move immediately into Officer roles, if duly elected by Membership into an Officer role; likewise, Officers who have completed their terms may move immediately into Director roles, if duly elected by Membership into a Director role.

B. For appointments to outside organizations, the terms of such appointments shall be limited to two consecutive terms, where the term is defined by the definition used by that outside organization.

C. For purposes of this Section, any fraction of a term shall be considered a full term.

D. In extraordinary situations, the Board may make exceptions to this Section by a Two-thirds (2/3) Vote of the Board.

ARTICLE VI OFFICERS

Section 1. Officers and Qualifications

The Officers of the SRG shall be the President, President-Elect, Secretary, and Treasurer. No Member shall hold more than one office at one time. Nominees for Officers shall be Members in good standing as set out in the Policies and Procedures and shall have served the SRG in some capacity, such as having served on at least one Committee or as a previous Board Member (the requirement to having had served in some capacity may be waived for a nominee by a Majority Vote of the Board).

Section 2. Term of Office

A. The President and the President-Elect shall serve one-year terms. However, if the President-Elect becomes President due to the resignation, death, or removal of the existing President, the President-Elect will serve as President for the remaining fraction of the term plus one full one-year term. Other than this exception, the Board may develop a Policy and Procedure to allow a President to serve no more than two consecutive terms in office. Except as provided in **ARTICLE V, Section 11, Paragraph C,** 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. The office of President will be filled by the President-Elect in accordance with these By-Laws.

B. The Secretary and the Treasurer shall serve two-year terms. At the first Annual Meeting after adoption of these By-Laws, the Secretary shall be elected for a one-year term, and the Treasurer for a two-year term. At the end of one year, the Secretary shall be elected for two-year terms. In this manner, elections for Secretary and Treasurer shall be staggered such that both positions do not come up for re-election in the same election cycle.

Prior to assuming the role of Treasurer (which term begins in July and ends in June, per **ARTICLE VI, Section 3, Paragraph B, Subparagraph *(4)***) the Treasurer-Elect shall attend Board meetings as a non-voting member of the Board and will work with the Treasurer to transition pertinent

records, files, financial statements, software, etc., and assist the Treasurer in duties applicable to the Treasurer. Candidates for the office of Treasurer shall commit to being available during this transition period.

Officers shall hold office until their successors have been qualified and duly elected or until removed.

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 General Membership Meetings.

The President shall be an ex officio member of all Committees.

Subject to Approval of the appointees by the Board, the President shall appoint individuals to serve as the SRG's representatives on various other non-SRG organizations.

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 By-Laws and by law.

Upon completion of the term as President, the President becomes the **Immediate Past President**.

(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 SRG as shall be assigned by the President. The President-Elect shall serve as a Board Liaison between the Board and the Treasurer (such duties and responsibilities shall be published in the Policies and Procedures). 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 General Membership Meetings and shall record votes and keep minutes of such meetings in computer and digital files. In coordination with the centralized digital system as maintained by the Communications Committee, 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 serve on the Board beginning July 1 and ending June 30 of the year which the Treasurer's term ends per **Section 2, Paragraph B** of this Article.

The Treasurer shall assist the Board in preparing an annual budget for the upcoming fiscal year. The Treasurer shall report monthly to the Board and to the Membership concerning the financial conditions of the SRG. The Treasurer shall coordinate the preparation with a third-party tax preparation firm of the annual income tax return for the years during which the Treasurer held office. The Treasurer shall keep and maintain in books the records of the SRG, accurate accounts of receipts and disbursements, and shall deposit all moneys and valuable effects of the SRG, 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 SRG upon orders of the Board. Computer and digital files may be used in addition to paper records. Checks must be signed by any two (2) of the following: President, President-Elect, Secretary, Immediate Past President, and Treasurer.

A review by an independent accounting professional should be performed when a change in the Treasurer occurs, or every two years, whichever occurs sooner. In addition, the Board should refer to Policies and Procedures that may be written concerning audits, annual CPA review of accounts, and annual tax preparation.

ARTICLE VII DIRECTORS

There will be seven (7) Directors.

The Immediate Past President of the SRG Board shall serve as a Director.

Six (6) Board Members shall be Directors, who are Voting Members of the SRG, and who are elected at-large. The six Directors shall each serve one two (2) year term. Three (3) of the Directors will be designated as having terms that end in odd-numbered calendar years, and the other three (3) Directors will be designated as having terms that end in even-numbered calendar years.

ARTICLE VIII EXECUTIVE DIRECTOR

The Board may at its discretion, authorize the employment of an Executive Director who shall be responsible for conducting the regular business of the SRG. The Executive Director shall not contract for, or incur, any expense in the name of the SRG, without authorization from the Board, though the Policies and Procedures may enumerate general areas of authorization.

ARTICLE IX COMMITTEES

Section 1. Role of Committees

Committees are the foundation of the SRG and are responsible for carrying out the goals and purposes of the organization as established by these By-Laws and directed by the Board. It shall be the duty of the Board to establish, oversee and wind down committees as appropriate. "**Committees**" shall include the standing committees listed below, new standing committees, ad hoc committees, and any other special subcommittees.

Section 2. Standing Committees

Standing Committees are those authorized by the SRG to operate on behalf of the SRG within those areas described below and those that the Board authorizes. The following Standing Committees have been established within these By-Laws and shall operate as such until further notice:

1) **Beautification Committee** – The Beautification Committee shall be responsible for proposing, implementing, and participating in programs to beautify all public areas within Soulard.

2) **Code and Zoning Committee** – The Code and Zoning Committee shall review and comment on plans for alterations to the exterior of existing buildings and other structures, the construction of new buildings and structures, and the demolition of existing buildings and structures in the Soulard Historic District, in accordance with City of St. Louis Ordinance No. 57078, or any subsequent governing legislation, in order to determine whether such plans are in compliance with the Soulard Neighborhood Historic District Rehabilitation and with other New Construction Standards. The Code and Zoning Committee shall also review and comment on requests for variances from the existing zoning classifications within the Soulard Historic District. Upon the Approval of the Board, the Code and Zoning Committee may testify before any court or public body on behalf of the SRG to carry out these purposes.

3) **Communications Committee** – The Communications Committee shall be responsible for implementing and conducting the general communications of the SRG with the General Membership and the public-at-large. While the President is the official spokesperson for the SRG, the Communications Committee shall work with the President and the Board specifically to craft, disseminate, and distribute communications through the various media available. These shall include the newspaper, the SRG website, preparation of draft policy statements, the establishment and maintenance of contact with various entities and organizations in the area, and the SRG official social media pages.

4) **Community Involvement & Events Committee** – The Community Involvement & Events Committee's purpose is to build, leverage, and engage a diverse and inclusive membership through a set of events where everyone in the Soulard neighborhood is invited to attend. The events will be diverse in nature and appeal to a broad base of neighbors and families of all backgrounds. This Committee will also work with other committees on their events to ensure that every attempt has been made to invite all Members and non-members to various events that are

held and sponsored by SRG throughout the year.

5) **Development Committee** – In accordance with the Board's directions, the Development Committee shall plan and coordinate activities and efforts to secure revenue for the SRG through those means available to the SRG as a non-profit organization. These efforts may include grants, solicitation of charitable contributions, merchandising, and fundraising events. Revenue raised by the Development Committee shall be deposited into the SRG's general purpose account as set forth in **ARTICLE II, Section 2**, except for those amounts authorized by the Board for specifically targeted purposes with the Approval of the Board.

6) **Historical Committee** – The Historical Committee exists to develop and implement projects to research, document, archive, and publicize historical information associated with Soulard. These projects include historical markers and signs, historical tours and pamphlets, and historical support to sister SRG committees. The committee provides historical services to the SRG, including serving as a focal point for the Members who study history, as well as a resource for Members who wish to learn more of their house history. It will continually build and increase the historical legacy of the Soulard neighborhood, promote Soulard history to the public, and provide research services (or referrals) to Membership.

7) **Membership Committee** – The Membership Committee shall develop and implement projects to maintain and increase Membership in the SRG and to provide general services to the Membership consistent with the SRG's goals and purposes.

8) **Parlour Tour Committee** – The Parlour Tour Committee plans and coordinates one of Soulard's most traditional annual events – the Soulard Holiday Parlour Tour. Held on the first weekend in December, the tour opens six or seven historic Soulard residences and other structures in a traditional holiday atmosphere.

9) **Properties Committee** – The Properties Committee shall be responsible for the maintenance and operations of all real property controlled by the SRG, to include but not limited to the Soulard Station located on Historic Route 66.

10) **Safety Committee** – The Safety Committee shall coordinate with law enforcement authorities and with other neighborhood organizations to develop and administer programs to monitor and assist law enforcement authorities and other neighborhood organizations in their efforts to make Soulard a safe place to live, work, and frequent.

The Committees may modify the above descriptions for use in SRG related materials or in the governance and duties of the Committee, through Board Approval that is then documented in the Policies and Procedures.

Section 3. Ad Hoc Committees

From time-to-time, the Board may establish an Ad Hoc committee to address special issues and concerns of the SRG not specifically within the purview of the Standing Committees described above. Upon the establishment of an Ad Hoc Committee, the Board will designate an acting chairperson(s) as well as the limited scope and duration of that committee's responsibility. Budgeting for Ad Hoc Committees will be attributed to the Board's account unless otherwise designated.

1) **Nominating Committee** – The Nominating Committee shall serve as an ad hoc committee and 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 1. Any Member of the Nominating Committee who wishes to run for election for any position shall resign from the Committee no later than the March General Membership Meeting. The Nominating Committee shall prepare and present a slate of nominees two (2) meetings prior to the Annual Meeting. The Nominating Committee will assist in finding suitable candidates for the Board, including candidates who put forth their own names for consideration or those whose names are taken "from the floor" at either of the two preceding General Membership meetings prior to the meeting that the election will occur. Election shall be held at the Annual Meeting, or electronically as allowed in these By-Laws, or as set out in the Policies and Procedures.

Section 4. Committee Chair

The President shall appoint a Member as the head of each Committee, or in some circumstances, two Members may be appointed as the dual heads of a Committee (collectively, the heads of the Committees will be referred to as "**Committee Chair"** or "**Committee Chairs"**). Committee Chairs will be appointed with the advice and consent of the Board. Committee Chairs must fulfill the requirements of a Voting Member of the SRG as set forth in **ARTICLE III, Section 1**, both at time of appointment and during the Member's term as Committee Chair.

Board Members cannot simultaneously serve as a Committee Chair, but the Board may designate by a Majority Vote of the Board a Board Member as an acting chairperson for a limited period of time or as chairperson of an Ad Hoc Committee.

The Committee Chair is primarily responsible for all programs and projects approved by the Board and assigned to that committee through the budget process or by resolution of the Board. The Committee Chair is responsible for coordinating with the Board on all ongoing and new programs or projects, either through the designated committee's Board Liaison or directly to the Board. The Committee Chair is responsible for preparing and presenting an annual budget detailing the projected revenues and expenses of that committee, as well as the progress of the committee's goals, and the projected goals for the coming year.

The Committee Chair is responsible for conducting regular and open meetings for its Committee Members and those Members interested in the committee.

Each Committee Chair is responsible for the decisions of its committee but may delegate responsibility to Committee Members or sub-committees. Committee Chairs are not authorized to commit the SRG or any of its components to any legal obligation or contract without the approval of the Board.

Committee Chairs serve at the pleasure of the Board but may resign the position by written notification to the President. Upon notification of cause or misconduct, the President may suspend a Committee Chair from their position and appoint the committee's Board Liaison or another designated committee member

to temporarily lead the committee. If a Committee Chair is suspended by the President, then the President must bring to the Board a resolution to dismiss or otherwise address the issue with the Committee Chair no later than the next regularly scheduled Board Meeting (the Board may be called into a special meeting per **ARTICLE V, Section 8,** on this matter).

Section 5. Committee Liaisons

Each Standing Committee shall have a designated Board Member to serve as its liaison to the Board ("**Board Liaison**") on all Committee matters. Board Liaisons are responsible for the regular exchange of information and directions to and from the Board and shall regularly attend all Committee meetings. Board Liaisons will not serve as a voting member of the committee to which they are assigned. Individual Board Members may serve as Board Liaison to more than one Committee.

Section 6. Committee Members

All Members are eligible and encouraged to serve on those committees in which they may take an interest (those who serve on a Committee is a "Committee Member"). Active committee membership is limited to Members. In order to vote on Committee business, a Committee Member must fulfill the requirements of a Voting Member of the SRG, as set forth in **ARTICLE III, Section 1**.

If there is a conflict between a Committee Member and the Committee Chair of that Committee, the Committee Chair may temporarily limit the participation of that Committee Member, but the Committee Chair must bring any request for disciplinary action to the Board at the earliest available opportunity. In cases where there may be a conflict of interest, any Committee Member (including the Committee Chair) is obligated to disclose that conflict and to recuse themselves from any decision-making regarding the issue in which the conflict arose (although they may provide information to the group).

No Members or Committees shall contract for, or incur, any expense in the name of the SRG, without authorization from the Board.

ARTICLE X INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

A. The SRG shall, to the extent legally permissible, indemnify each of its Board Members, Officers, Committee Chairs, Committee Members, Board and/or President appointed representatives, volunteers, associates, and employees against all liabilities and expenses, including amounts paid in satisfaction or compromise of judgments, fines, 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, Committee Member, 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 the SRG, or if otherwise prohibited by law.

B. Expenses, including counsel fees reasonably incurred by any such Board Member, Officer, Committee Member, 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 the SRG in advance of the final disposition thereof upon receipt of an agreement by such individual to repay the amount paid by the 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, Committee Member, or employee may be entitled. Nothing contained herein shall affect any rights to indemnification to which the SRG's employees may be entitled by contract or otherwise under law. As used in this Article, the terms indemnified party, Board Member, Officer, Committee Member, 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

The 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 the SRG of any obligation hereunder except that the proceeds of any such policy may be used to reimburse the SRG for any payments made to any indemnified party, pursuant to this Article.

ARTICLE XI AMENDMENTS

The By-Laws may be adopted, amended, or repealed by voting at any regular General Membership Meeting, provided that the proposed amendments to these By-Laws 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 Voting Members present at the meeting at which such voting is conducted must approve amendments to these By-Laws.

ARTICLE XII CONFLICT OF INTEREST AND COMPENSATION

Section 1. Purpose

This policy is implemented for the purpose of avoiding any conflict of interest between the corporate interests of the SRG ("**Corporation**" or "**Corporations**") and any of its Board of Directors, Officers, Committee Chairs, Committee Members, Board and/or President appointed representatives, volunteers, associates, employees, advisors, or other affiliated personnel's personal, professional, or business interests serving SRG.

Section 2. Obligation

Board of Directors, Officers, Committee Chairs, Committee Members, Board and/or President appointed representatives, volunteers, associates, and employees of the SRG have a duty to act in good faith toward the Corporations and should avoid all conflicts of interest as well as the appearance of any conflicts of interest. A conflict of interest arises whenever an SRG Board of Director, Officer, Committee Chair, Committee Member, Board and/or President appointed representative, volunteer, employee, or associate

has a material, financial, or personal interest in a proposed Corporation transaction. A financial interest may be direct or indirect, and it also includes substantial gifts or favors as well as money.

Section 3. Disclosure

All SRG Board of Directors, Officers, Committee Chairs, Committee Members, Board and/or President appointed representatives, volunteers, associates, employees, advisors, or other affiliated personnel's personal, professional, or business interests serving SRG shall disclose any interests that they or a family member have in other entities where it is foreseeable that the SRG may enter into any business dealings with the Corporation entity.

Board Members shall disclose any actual or possible conflicts to the President as such situations may arise (or the President shall disclose any actual or possible conflicts to the President-Elect). When a Board Member has an interest in a transaction being considered by the Board, he or she shall disclose that interest before the Board takes action on the matter. The Board Member shall not be present in the meeting while the matter is being considered. The minutes of the meeting will reflect that a conflict-of-interest disclosure was made, and the affected Board Member was absent from deliberations and voting.

When an SRG Committee Chair, Committee Member, Board and/or President appointed representative, volunteer, associate, employee, advisor, or other affiliated personnel's personal, professional, or business interests serving the SRG has a conflict of interest, they shall immediately notify the President. The President and Board shall then decide the appropriate level of distance between the employee or associate and the action or decision which created the conflict.

Section 4. Penalties for Failure to Disclose

The Board shall adopt and publish its penalties for a failure to observe the SRG's conflict of interest policy in the Policies and Procedures. These penalties should be graduated but shall include removal, dismissal, and prosecution as appropriate. Each Board Member, employee, and advisor will review and sign a memorandum annually stating they are aware of the conflict-of-interest policy and the penalties for failure to follow this policy.

Section 5. Compensation

The SRG shall make or pay no compensation, loan, or other payment to any Board Member, Officer, Committee Chair, Committee Member, Board and/or President appointed representative, volunteer associates, or advisor in their capacity as such, but may pay to a Board Member as reasonable compensation for goods or services rendered, or as reasonable reimbursement for authorized expenditures incurred on behalf of the SRG. Nor shall any part of the SRG's assets or net earnings, current or accumulated, ever be distributed to or divided among such persons or private individuals, pursuant to the provisions of **Section 501(c)(3)**. This paragraph shall not bar the payment or compensation of the organization to its employees, nor shall it bar appropriate non-cash gifts made by the Board in recognition of superior service or achievement that may be allowed by federal or state law.

Section 6. Annual Report

The Board is responsible for publishing a report on all compensation the SRG has remitted to all employees and contractors.

Section 7. Periodic Reviews

The Board is responsible for providing periodic reviews of all salaried employees of the SRG, with a minimum of an annual review required. The Board is also responsible for annually reviewing all contracts extending longer than one year.

ARTICLE XIII PARLIAMENTARY PROCEDURES

Where Parliamentary Procedures for any SRG meeting are not addressed by these By-Laws, Parliamentary Procedures may be invoked by the person chairing the meeting, which generally adheres to the most current edition at the time of the meeting of Robert’s Rules of Order, Newly Revised.

ARTICLE XIV DISSOLUTION

In the event of the dissolution of the SRG, or if for any reason the purposes of the SRG should become impossible of performance, all assets remaining after all liabilities and obligations of the SRG have been

paid, satisfied, and discharged, or adequate provision made therefor, shall be distributed exclusively to one or more organizations organized and operated exclusively for similar exempt purposes or for other purposes within the purview of **Section 501(c)(3) of the Internal Revenue Code of 1954** as it may be amended, or the corresponding provision of any future law, or to the Federal, State or local government for a public purpose.

ARTICLE XV EFFECTIVE DATE

These By-Laws will take effect as of the date approved by Membership. Each Board Member in place as of the effective date of these By-Laws will complete their terms under the terms of the By-Laws in place as of the beginning of their terms. **ARTICLE V, Section 14**, will apply individually to each existing Board Member beginning with the first term after the end of the existing term.