

DRAFT Bylaws of [Gate Neighborhood Association East]

Article I: Name, Office, and Registered Agent

Section 1. Name. The name of the corporation is [Gate Neighborhood Association East], a Missouri nonprofit corporation (the “*Corporation*”). The Corporation is organized pursuant to the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes (the “*Statute*”).

Section 2. Principal Office. The principal office of the Corporation is in the City of St. Louis, Missouri, at such location as the Board of Directors may establish from time to time.

Section 3. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in Missouri in accordance with the requirements of Missouri law.

Article II: Geographic Area and Purpose

Section 1. Boundaries. The “*Gate District East Neighborhood*” means the following area within the City of St. Louis, State of Missouri: the area with boundaries defined as Chouteau Ave. on the North, southward to S. Jefferson Ave. on the East, westward to Interstate Highway 44 (I-44) on the South, northward to Compton Ave. on the West to Chouteau Ave.

The “*Gate District West Neighborhood*” means the following area within the City of St. Louis, State of Missouri: the area with boundaries defined as Chouteau Ave. on the North, southward to S. Compton Ave. on the East, westward to Interstate Highway 44 (I-44) on the South, northward to S. Grand Blvd. on the West to Chouteau Ave.

The Corporation’s boundaries are the [Gate District East Neighborhood] and do not include the [Gate District West Neighborhood.]

Section 2. Purpose. The purposes for which the Corporation is formed are as described in the Corporation’s Articles of Incorporation, as amended from time to time (the “*AOI*”).

Article III: Members

Section 1. Member Qualifications. The Corporation has “members” within the meaning of the Statute and as defined in Article III, Section 2. Membership in the Corporation is open to (i) any real person 16 years of age or older residing in the [Gate District East Neighborhood]; (ii) any real person or entity owning residential real property in the [Gate District East Neighborhood]; or (iii) any real person or entity owning or operating a place of business in the [Gate District East Neighborhood]. No single real person or entity may hold or otherwise benefit from more than one membership.

Section 2. Member Status. A “*Member*” of the Corporation is an individual or entity who (i) meets the qualifications set out in Article III, Section 1, and (ii) has entered their information on the membership sign-in sheet available at any General Membership Meeting (the “**Membership Sign-in**”). Any such Member remains a Member until the next Annual Meeting, at which time the Member may reaffirm their membership by entering their information on the Membership Sign-in.

Any Member who fails to reaffirm membership status at the Annual Meeting automatically forfeits membership and is no longer a Member. A Member who has forfeited such membership may regain membership by entering their information on the Membership Sign-in at any subsequent General Membership Meeting. A Member may resign membership at any time by providing written notice to the Chair or Secretary.

Section 3. Voluntary Dues. The Corporation does not have a mandatory dues requirement, although it encourages Members to make voluntary contributions to support the work of the Corporation. The Board of Directors may establish a voluntary dues amount and may adjust such amount from time to time.

Section 4. Voting. Each Member has one vote. Members elect Directors and Officers as described in Article V and may vote on any other matter required or permitted to be voted on by Members pursuant to these Bylaws, the Statute, or the Board of Directors.

Section 5. Compensation. No Member may receive compensation for service as a Member, Director, or Officer. However, Members may be reimbursed for actual out-of-pocket expenses incurred on behalf of the Corporation.

Article IV: Member Meetings

Section 1. General Membership Meetings. Unless changed by the Board of Directors in accordance with Article IV, Section 2, the Corporation shall hold meetings of the Members quarterly (each, a “**General Membership Meeting**”). At the first General Membership Meeting of the calendar year (the “**Annual Meeting**”), the Board of Directors shall make available to the Members a list of the General Membership Meeting dates, times, and locations for the calendar year to and including the next Annual Meeting (the “**Member Meeting Schedule**”).

Section 2. Changes to Schedule. The Board of Directors may subsequently change the Member Meeting Schedule only if it (i) has good cause for doing so (including, but not limited to, a meeting falling on a holiday), and (ii) provides at least ten days’ notice of the change to the Members. Notwithstanding the immediately preceding sentence, the Board of Directors may cancel any meeting of the Members with less than ten days’ notice if the cancellation is due to weather, natural disaster, or similar events that would make meeting impracticable.

Section 3. Special Meetings. A special meeting of the Members may be called by (i) the Chair, if the Chair receives a written request signed by at least 5% of the Members, or (ii) the Board of Directors.

Section 4. Manner of Acting. Except as otherwise required by law or these Bylaws, the vote of the majority of Members present at a meeting at which a quorum is present is the act of the Members. Nothing in these Bylaws prohibits or limits Members from taking action by written consent or written ballot in accordance with the Statute.

Section 5. Notice of Member Meetings. For General Membership Meetings described in Article IV, Section 1, no additional notice is required except in the case of a General Membership Meeting at which Members will be asked to approve a transaction specified in Chapter 355.251.3(2) of the Statute (each, an “**Extraordinary Transaction**”). However, the Board of Directors shall make reasonable efforts to provide reminders of General Membership Meetings to the Members by, for example, posting the Member Meeting Schedule on a website or social media platform, distributing printed flyers or newsletters, sending out email blasts, making phone calls, sending texts, or placing yard signs in the [Gate District East Neighborhood].

For (i) any General Membership Meeting at which Members will be asked to approve an Extraordinary Transaction, (ii) any General Membership meeting described in Article IV, Section 2, and (iii) any special meeting of the Members, the Secretary shall provide at least ten (but not more than 60) days' notice to the Members, and such notice must include the date, time, place, and purpose of the meeting. The notice may be given in person, by phone, by text message, by electronic mail, or by first-class or certified mail (return receipt requested) to the most recent phone number or address provided by the Member to the Corporation. Oral notice is effective when given, and written notice is effective the earlier of (i) when it is received, (ii) five days after its deposit in the United States mail if mailed correctly addressed and with first-class postage affixed, or (iii) the date shown on the return receipt if sent by certified mail.

Attendance at any meeting without objection to the notice (or lack of notice) provided constitutes waiver of notice.

Section 6. Quorum. At any meeting of the Members for which the Members received notice describing the purpose of the meeting, 10% of the Members constitutes a quorum. At any meeting of the Members for which the Members did not receive notice describing the purpose of the meeting (e.g., because no such notice was required), one-third of the Members constitutes a quorum.

Section 7. Proxy Voting. A Member may appoint a proxy to vote for the Member by following the procedure set out in Section 355.291 of the Statute.

Section 8. Electronic Meetings. Any meeting of the Members may be held through any electronic communication means so long as each Member is able to hear each other Member participating; such participation constitutes attendance at the meeting.

Article V: Board of Directors

Section 1. Powers. The Corporation has a board of directors (each, a "**Director**," and collectively, the "**Board of Directors**") that manages and controls the business, property, and affairs of the Corporation and may exercise all powers, rights, and privileges of the Corporation and do all acts that may be done by the Corporation that are not otherwise expressly prohibited by law, the AOI, or these Bylaws. On behalf of the Corporation, the Board of Directors may accept or reject any funds, securities, or real or personal property or services offered, granted, or donated to the Corporation by any person or entity (including, without limitation, any governmental authority or public or private agency).

Section 2. Number and Qualifications. The Board of Directors shall be composed of at least four and no more than seven Directors who are 18 years of age or older. Each Director shall be a Member, except that up to one Director may be a real person residing in the **Gate District West Neighborhood** and who is not necessarily a Member. For the duration of a Director's term, a Director who was a Member at the time of his or her election is deemed to have reaffirmed his or her membership status at any Annual Meeting occurring during the term (as referenced in Article III, Section 2).

Section 3. Term of Office. Directors' terms shall be staggered so that approximately half the number of Directors will end their terms in any given year. The incorporator will appoint the initial Directors, with approximately one-half of the initial Directors having terms expiring at the 20 Annual Meeting and the other one-half having terms expiring at the 20 Annual Meeting. Beginning with the 20 Annual Meeting, the Members will elect Directors at each Annual Meeting and such Directors serve two-year terms.

A Director may serve up to two terms in succession; at the end of those two successive terms, the Director is ineligible for election to the Board of Directors until at least one year following the end of his or her last term. A Director may serve an unlimited total number of terms.

Despite the expiration of a Director's term, any such Director shall continue to serve until his or her successor is elected or until there is a decrease in the number of Directors.

Section 4. Procedure for Election of Directors and Officers. No later than the General Membership Meeting immediately prior to the 20██ Annual Meeting and each Annual Meeting thereafter, the Chair shall appoint a nominating committee to place names of nominees on the ballot to replace the Directors and Officers whose terms will expire at the next Annual Meeting. Any Member may ask the nominating committee to place his or her name on the ballot, and the nominating committee must do so. The nominating committee may also add its own nominees to the list, as long as the nominees are Members.

In electing the Directors and Officers, the Corporation shall comply with the following minimum requirements (the "**Voting Procedure**"): The Members shall elect the Directors and Officers at the Annual Meeting by secret written ballot. The Chair shall appoint a committee, no member of which may be a nominee, to count the ballots and report the results prior to the conclusion of the Annual Meeting.

Section 5. Vacancies. All vacancies occurring among the Board of Directors shall be filled by the Members at the first General Membership Meeting after a vacancy occurs or as soon thereafter as practicable. Any Member may nominate himself or herself to fill the vacancy, and the Board of Directors may also nominate any Member to fill the vacancy. The vacancy shall be filled pursuant to the Voting Procedure.

Until such vacancy is filled as described in this Section 5, the Board of Directors may appoint a Member to serve on an interim basis in the vacant Director position.

Section 6. Removal and Resignation. The Members may, with or without cause, remove one or more Directors by a two-thirds vote of the Members at any meeting of the Members. In addition, any Director may be removed by a two-thirds vote of the remaining Directors after such Director misses a third consecutive Board Meeting so long as such Director has been notified at least five days prior to the vote that his or her removal is being considered. Any Director may resign at any time by giving written notice to the Chair, the Vice-Chair, or the Secretary. The resignation is effective upon delivery unless the resignation specifies a different effective date.

Section 7. Board of Directors Meetings. The Corporation may hold periodic regular meetings of the Board of Directors (each, a "**Board Meeting**") as determined by the Board of Directors. At the Annual Meeting, the Board of Directors shall provide a schedule of the Board Meeting dates, times, and locations for the calendar year to and including the next Annual Meeting (the "**Board Meeting Schedule**"). No additional notice of the Board Meeting Schedule is required. The Chair or any two Directors may change the Board Meeting Schedule, but only if they provide at least two days' notice to the Directors. Notwithstanding the immediately preceding sentence, the Chair or any two Directors may cancel any meeting of the Board of Directors with less than two days' notice if the cancelation is due to weather, natural disaster, or similar events that would make meeting impracticable.

Section 8. Special Meetings. The Chair or any two Officers may call a special meeting of the Board of Directors.

Section 9. Manner of Acting. Except as otherwise required by law or these Bylaws, the vote of the majority of Directors present at a meeting of the Board of Directors at which a quorum is present is the act of the Board of Directors.

Section 10. Notice of Meetings. The Corporation shall provide notice of the Board Meetings to the Directors at the Annual Meeting, and no additional notice is required. However, the Secretary shall make reasonable efforts to provide reminders of the Board Meetings by, for example, posting the Board Meeting Schedule on a website or social media platform, making phone calls, sending texts, or sending emails.

For any special meeting of the Board of Directors, the Secretary shall provide at least three days' notice to the Directors, and the notice must include the date, time, place, and purpose of the meeting. The notice may be given in person, by phone, by text message, by electronic mail, or by first-class or certified mail (return receipt requested) to the most recent phone number or address provided by the Director to the Corporation. Oral notice is effective when given, and written notice is effective the earlier of (i) when it is received, (ii) five days after its deposit in the United States mail if mailed correctly addressed and with first-class postage affixed, or (iii) the date shown on the return receipt if sent by certified mail.

Attendance at any meeting without objection to the notice (or lack of notice) provided constitutes waiver of notice.

Section 11. Quorum. A majority of the Directors then in office constitutes a quorum at any meeting of the Board of Directors.

Section 12. Electronic Meetings. Any meeting of the Board of Directors may be held through any electronic communication means so long as each Director is able to hear each other Director participating; such participation constitutes attendance at the meeting.

Section 13. Written Consent. Any action that may be authorized or taken at a meeting of the Board of Directors may be taken without a meeting if authorized or made by the unanimous written consent of all the Directors eligible to vote at the time. All such written consents must be filed with the records of the Corporation.

Article VI: Officers

Section 1. Offices and Terms. The Corporation has a Chair, a Vice-Chair, a Secretary, and a Treasurer, each as defined in Article VI, Section 2 (collectively, the "**Officers**"). Each Officer must also be both a Director and Member. The incorporator will appoint the initial Officers. The initial Treasurer and Vice-Chair terms expire at the 20[] Annual Meeting, and the initial Chair and Secretary terms expire at the 20[] Annual Meeting. Beginning with the 20[] Annual Meeting, the Members elect Officers at each Annual Meeting pursuant to the Voting Procedure and such Officers serve two-year terms.

Section 2. Duties of Officers. All Officers shall attend the [Gate District East Neighborhood] planning meetings and events to the extent practicable. In addition:

- i. The "**Chair**" is the Officer who (a) presides at all meetings and coordinates meeting agendas; (b) appoints committees; (c) decides all questions of order; (d) facilitates teamwork among the Directors; (e) serves as a liaison to other neighborhood organizations and businesses; and (f) conducts all business of the Corporation to the best interests of its Members. The Chair may sign contracts, deeds, leases, promissory notes, and other written instruments

when authorized either generally or specifically by the Board of Directors to be executed by the Corporation.

- ii. The “**Vice-Chair**” is the Officer who (a) acts in the absence of the Chair and, when assuming such duty, has the same authority, rights, and responsibilities; and (b) assists the Chair as requested, including with meeting agenda preparation.
- iii. The “**Treasurer**” is the Officer who (a) maintains the Corporation’s financial books, records, and accounts; (b) makes deposits and issues checks for expenses in the name of the Corporation as directed by the Chair or the Board of Directors; (c) gives periodic reports on financial activity; (d) helps plan and coordinate fundraising efforts; (e) presents proposed budgets to the Members and Board of Directors; and (f) ensures all government and regulatory filings (e.g., reports to Missouri Secretary of State, Form 990) are timely filed.
- iv. The “**Secretary**” is the Officer who (a) takes minutes at all meetings and posts meeting minutes; (b) posts information about Corporation meetings, events, and activities on relevant electronic media sites; (c) provides notices described in these Bylaws; (d) maintains a roster of the Members in the form of the Member Sign-in; and (e) is responsible for all of the Corporation’s records, documents, and files.

Section 3. Vacancies. All vacancies occurring among the Officers shall be filled by the Members at the first General Membership Meeting after a vacancy occurs or as soon thereafter as practicable. Any Member may nominate himself or herself to fill the vacancy, and the Board of Directors may also nominate any Member to fill the vacancy. The vacancy shall be filled pursuant to the Voting Procedure.

Until such vacancy is filled by the Members as described in this Section 3, the Board of Directors may appoint a Director to serve in the vacant Officer position on an interim basis.

Section 4. Removal and Resignation. Any Officer removed as a Director pursuant to Article V, Section 6 is automatically also removed as an Officer. Any Officer may resign at any time by giving written notice to the Chair, the Vice-Chair, or the Secretary. The resignation is effective upon delivery unless the resignation specifies a different effective date.

Article VII: Committees

Section 1. Committees. To further the work of the Corporation, the Chair may establish and appoint committees of the Corporation from time to time as he or she deems necessary (each, a “**Committee**”).

Section 2. Committee Participants. Committee participants may be, but are not required to be, Members of the Corporation.

Section 3. Committee Chairperson. The Chair shall appoint a chairperson of each Committee from among the Committee’s participants. The chairperson of each Committee must be a Member of the Corporation..

Section 4. Removal. Any Committee participant may be removed by a majority vote of the Board of Directors for cause and so long as the participant has been notified at least five days prior to the vote that his or her removal is being considered.

Section 5. Reports and Meetings. The chairperson of each Committee shall keep the Board of Directors informed of the Committee's activities and, when requested, shall submit a report at any meeting of the Board of Directors or the Members. Committee meetings may be held through any electronic communication means so long as each participant can hear every other participant.

Section 6. Limitation of Powers. Committees may present proposed plans, actions, and budgets for approval by the Board of Directors. Committees do not have authority to bind the Corporation, enter into contracts, or spend the Corporation's funds without express approval from the Board of Directors.

Article VIII: Financial Matters

Section 1. Fiscal Year. The Corporation's fiscal year begins on January 1 and ends on December 31.

Section 2. Reporting at Annual Meeting. At each Annual Meeting, the Directors shall report the Corporation's activities for the immediately preceding year and the financial condition of the Corporation.

Section 3. Payment of Obligations. Obligations of \$50 or less may be approved for payment by the Chair alone, and all such approved obligations may be paid by the Treasurer or Chair. Obligations of \$50.01 or more must be approved by the Board of Directors, and all such approved obligations may be paid by the Treasurer or Chair.

Article IX: Grievance Procedure

Section 1. Informal Resolution. Any Member with a grievance relating to the operation or activities of the Corporation shall attempt to resolve the grievance informally and directly with the individuals connected with the grievance.

Section 2. Formal Grievance. If a Member is unable to resolve a grievance informally, the Member may present to the Chair his or her grievance in written form which shall include the following:

- i. name, address, and phone number of the Member;
- ii. nature of concern;
- iii. specific action taken by the Corporation that brought about the grievance;
- iv. specific steps the Member took in compliance with Article IX, Section 1; and
- v. proposed actions that could be taken to rectify the grievance.

If the Chair receives such a grievance, the Chair shall appoint a committee made up of at least three disinterested Members to consider and attempt to resolve the grievance. If the committee cannot resolve the grievance to the satisfaction of the Member no later than 30 days after receiving the grievance, the committee shall present the grievance to the Board of Directors. The Board of Directors shall consider the grievance and respond with a written decision and proposed solution no later than 60 days after being presented with the grievance by the committee.

Section 3. Reconsideration. If the Member is dissatisfied with the written response from the Board of Directors, the Member may request that the Board of Directors reconsider its decision by making his or her request in writing no later than 30 days after the Board issues its decision. If the Member does not make a written request for reconsideration within such 30-day period, the grievance is deemed resolved. If the Member makes a written request for reconsideration, the

Board of Directors shall reconsider its decision and respond with a final decision no later than 60 days after being presented with the request for reconsideration.

In undertaking its reconsideration, the Board of Directors may, but is not required to, secure assistance from a neutral third party to consider the grievance and attempt to mediate a mutually agreeable solution. The Corporation may request, but may not require, that the Member contribute to the cost of any such mediation. If the Member fails to participate in any such mediation, the grievance is deemed resolved.

Article X: Indemnification

Section 1. 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 2. Insurance. The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent of the Corporation against any liability incurred by him or her 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: Amendments

Section 1. Amendment Procedure. These Bylaws may be amended, altered, repealed, or restated by a two-thirds majority of the Board of Directors then in office provided that the amendment complies with the following sentence: If the proposed amendment has the effect of reducing the rights of the Members, the Members must first approve any such proposed amendment by a two-thirds majority of the Members.

Section 2. Opportunity for Review. Any proposed amendment that has the effect of reducing the rights of the Members must be proposed in writing and made available to all Members for review and consideration at least ten days prior to the vote on the amendment.

Certification

These Bylaws were adopted at Board Meeting held on _____, 20__.

Secretary

Printed Name: _____