

Bylaws of Bevo Mill Neighborhood Association (d/b/a Better Bevo Now)

Article I: Name, Office, and Registered Agent

Section 1. Name. The name of the corporation is Bevo Mill Neighborhood Association, a Missouri nonprofit corporation, d/b/a Better Bevo Now (the “*Corporation*”).

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

Section 1. Geographic Area. The “*Bevo Mill Neighborhood*” means the following area: Chippewa Street on the North, southward to the Missouri Pacific Railroad on the East, westward to Bates Street, southward to Leona Street, westward to Holly Hills Boulevard on the South, northward to Carlsbad Avenue, westward to Rosa Avenue, northward to Christy Boulevard on the West, northward on S. Kingshighway Boulevard to Chippewa Street.

Article III: Purpose and Goals

Section 1. Purpose. The purposes for which the Corporation is formed are as described in the Corporation’s Articles of Incorporation, as amended (the “*AOI*”).

Section 2. Goals. The primary goals of the Corporation are to:

- A. Support the improvement of the Bevo Mill Neighborhood;
- B. Build interest of residents in the welfare of the Bevo Mill Neighborhood;
- C. Create awareness of issues that affect all residents of the Bevo Mill Neighborhood;
- D. Encourage participation of residents and businesses in Bevo Mill Neighborhood events and initiatives;
- E. Facilitate activities of the Neighborhood Ownership Model in the Bevo Mill Neighborhood; and
- F. Represent the Bevo Mill Neighborhood and its residents in the greater Saint Louis community.

Article IV: Members

Section 1. Qualifications. The Corporation has “*Members*” as described in Chapter 355 of the Missouri Revised Statutes. Membership in the Corporation is open to (i) any real person 18 years of age or older residing in the Bevo Mill Neighborhood; (ii) any real person or entity owning residential real property in the Bevo Mill Neighborhood; and (iii) any real person or a business entity with a place of business in the Bevo Mill Neighborhood. No single real person or business entity may hold or otherwise benefit from more than one membership.

Section 2. Dues. The Corporation does not require its Members to pay dues.

Section 3. Voting. Each Member has one vote.

Section 4. Member Status. An individual or entity may become a Member by entering his, her, or its information on the sign-in sheet available at any General Membership Meeting. All Members must reaffirm their membership status at the beginning of the Annual Meeting. Any Member who fails to reaffirm his, her, or its membership status at the beginning of the Annual Meeting automatically forfeits his, her, or its membership and is no longer a Member. A Member who has forfeited such membership may regain his, her, or its membership by entering his, her, or its information at any subsequent General Membership Meeting so long as the qualifications defined in Article IV, Section 1 continue to be met.

Section 5. General Membership Meetings. The Corporation shall hold meetings of the Members (each, a “*General Membership Meeting*”) at least six times annually as determined by the Board of Directors. At the first General Membership Meeting of the calendar year (the “*Annual Meeting*”), the Board of Directors shall provide the scheduled General Membership Meeting dates, times, and locations (the “*Member Meeting Details*”) through the upcoming calendar year and to the next Annual Meeting. No additional notice of the General Membership Meetings is required. After announcing the Member Meeting Details, the Board of Directors may change the Member Meeting Details only if (i) it has good cause for doing so, and (ii) it provides at least five days’ notice to the Members of the change. Notwithstanding the immediately preceding sentence, the Board of Directors may cancel a General Membership Meeting with less than five days’ notice if the cancelation is due to weather, natural disaster, or similar events which would make meeting impracticable.

Section 6. Special Meetings. A special meeting of the Members may be called by (i) the Chair, if the Chair receives a written request for a special meeting signed by at least 15% of the Members, or (ii) the Board of Directors.

Section 7. Manner of Acting. Except as otherwise required by law or these Bylaws, the vote of the majority of Members present at a General Membership Meeting at which a quorum is present is the act of the Members.

Section 8. Notice of Member Meetings. Other than the Member Meeting Details to be provided at the Annual Meeting, the Corporation is not required to give notice to the Members of the General Membership Meetings. However, the Board of Directors shall make reasonable efforts to provide reminders of the General Membership Meetings by, for example, posting Meeting Details on a website or social media platform.

The Secretary shall provide at least 10 days' notice to the Members of any special meetings of the Members. The notice may be given in person, by phone, by first-class mail, or e-mail to the most recent address provided by the Member to the Corporation. The notice is deemed effective when given (if in person or by phone), when deposited in the mail (if first-class mail), or when transmitted (if by e-mail).

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

Section 9. Quorum. One-third of the Members constitutes a quorum at any meeting of the Members.

Article V: Board of Directors

Section 1. Powers. The Corporation has a board of directors (each, a "**Director**," and collectively, the "**Board of Directors**") which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the AOI, or these Bylaws.

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

Section 2. Number and Qualifications. The Board of Directors is composed of: (i) the Chair, the Vice-Chair, the Secretary, and the Treasurer (collectively, the "**Officers**"); (ii) the Directors who make up the NOM Committee, the number of which may be determined by the Board of Directors from time to time (as defined and described in Article VII) (the "**NOM Directors**"); and (iii) three additional Directors (the "**Community Directors**"). Each Director must also be a Member.

Section 3. Term of Office. The Members will elect the initial Board of Directors at the initial Annual Meeting. The initial Chair's term will expire at the 2019 Annual Meeting; the initial Vice-Chair's term will expire at the 2020 Annual Meeting; the initial Treasurer's term will expire at the 2020 Annual Meeting; the initial Secretary's term will expire at the 2019 Annual Meeting; and the initial Community Directors' terms will expire at the 2019 Annual Meeting. At the time of his or her election, each NOM Director will be assigned to Class A or Class B, and each class will be of approximately equal size. The NOM Directors in Class A will have their terms expire at the 2019 Annual Meeting, and the NOM Directors in Class B will have their terms expire at the 2020 Annual Meeting.

Following the initial terms described in this Section 3, (i) the Officers and NOM Directors will hold office for a term of two years, and (ii) the Community Directors will hold office for a term of one year.

Despite the expiration of a Director's term, that Director continues 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. Prior to the General Membership Meeting that occurs immediately prior to the Annual Meeting, the Chair shall appoint a nominating committee to place names of nominees on the ballot to replace the Directors 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 honor that request. The nominating committee may also add its own nominees to the list, as long as the nominees are Members.

A Member may be a nominee for, and may serve in, more than one Director position. A Director may serve consecutive terms. Any Member who serves in more than one Director position shall have only one vote on any matter that comes before the Board of Directors.

The Members shall elect the Board of Directors at the Annual Meeting. The Corporation shall conduct voting by secret written ballot. The Chair shall appoint a committee (which does not include any nominees) at the Annual Meeting 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. 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 by the nominee who receives the most votes and pursuant to the voting procedure described in Section 4.

Section 6. Removal and Resignation. Any Director, upon recommendation of the Board of Directors, may be removed by a two-thirds vote of the Members present at any meeting of the Members. In addition, any Director may be removed by the unanimous vote of the remaining Directors after such Director misses the third consecutive General Membership Meeting or Board Meeting so long as such Director has been notified at least 5 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.

Section 7. Board of Directors Meetings. The Corporation may hold 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 the scheduled Board Meeting dates, times, and locations (the "**Board Meeting Details**") for the upcoming calendar year. No additional notice of the Board Meeting Details is required. After announcing the Board Meeting Details, any three Officers may change the Board Meeting Details, but only if they provide at least three days' notice to the Directors. Notwithstanding the immediately preceding sentence, any three Officers may cancel a Board Meeting with less than three days' notice if the cancellation is due to weather, natural disaster, or similar events which would make meeting impracticable.

Section 8. Special Meetings. Any three 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. Other than the Board Meeting Details to be provided at the Annual Meeting, the Corporation is not required to give notice to the Directors of the Board Meetings. The Secretary shall provide at least three days' notice to the Directors of any special meetings of the Board of Directors. The notice may be given in person, by phone, by first-class mail, or by e-mail to the most recent address provided by the Director to the Corporation. The notice is deemed effective when given (if in person or by phone), when deposited in the mail (if first-class mail), or when transmitted (if by e-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 which may be authorized or taken at a meeting of the Board of Directors may be taken without a meeting by the unanimous written consent of all the Directors eligible to vote at the time, personally signed by each such Director. All such consents must be filed with the records of the Corporation.

Article VI: Officers

Section 1. Officers. The Corporation has Officers who are elected by the Members according to the procedure set out in Article V, Section 4 and who serve terms as described in Article V, Section 3.

Section 2. Duties of Officers. All Officers attend neighborhood planning meetings and neighborhood events to the extent practicable. In addition:

The Chair (a) presides at all meetings and coordinates meeting agendas; (b) appoints standing and special 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 approve bills for payment, if \$50 or less.

The Vice-Chair (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.

The Secretary (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 required by these Bylaws; (d) maintains a roster of the Members in the form of sign-in sheets used at each meeting or some other similar method of record-keeping; and (e) is responsible for all of the Corporation's records, documents, and files.

The Treasurer (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 to the Board of Directors 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., Annual Report to Missouri Secretary of State, Form 990) are timely filed. The Treasurer shall pay all bills for \$50 or less, with the approval of the Chair. Bills of \$50.01 or more must be approved by the Board of Directors. The Treasurer and the Chair must cosign all checks over \$250.

Section 4. Vacancies. All vacancies occurring among the Officers will be filled according to the procedure described in Article V, Section 5.

Section 5. Removal and Resignation. Any Officer may be removed according to the procedure described in Article V, Section 7.

Article VII: Committees

Section 1. Committees. To further the work of the Corporation and except as otherwise required by Section 6, the Chair may establish committees of the Corporation from time to time as he or she deems necessary (each, a "**Committee**").

Section 2. Committee Members. Committee members must be current Members of the Corporation. The Chair may appoint a leader of each committee.

Section 3. Removal. The Board of Directors may remove a Member from serving on a Committee for cause.

Section 4. Reports. The leader 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.

Section 5. Limitation of Powers. Committees must present proposed plans 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.

Section 6. NOM Committee. The Corporation has and shall maintain a Committee to carry out the "Neighborhood Ownership Model" in the Bevo Mill Neighborhood (the "**NOM Committee**"). The purpose of the NOM Committee is to provide a mechanism through which the Bevo Mill Neighborhood can work collaboratively with others to reduce crime and increase the quality of life

in its community. The NOM Directors automatically serve on the NOM Committee. The initial NOM Committee consists of a Court Advocacy Team Leader, a Victim Support Team Leader, a Neighborhood Watch Team Leader, and a Block Captains Team Leader. The Board of Directors may change the titles, number, and role of the NOM Directors from time to time; however, any such change may not result in a shortened term for any existing NOM Director. The NOM Directors are elected by the Members as described in Article V.

Article VIII: Fiscal Year

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

Article IX: 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 X: Amendments

Section 1. Amendments. These Bylaws may be amended or otherwise revised by the Members or the Board of Directors in accordance with the provisions of Chapter 355 of the Missouri Revised Statutes.

Certification

These Bylaws were adopted at a General Membership Meeting held on _____, 2018.

Secretary

Printed Name: _____