

BYLAWS

OF THE

SHAW NEIGHBORHOOD IMPROVEMENT ASSOCIATION, INC.
2211 South 39th Street
Saint Louis, Missouri 63110

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ARTICLE I: LOCATION AND OFFICES

Principal Office:

Section 1:1 The principal office of the Corporation shall be at such place as the Board of Directors may from time to time determine, but until a change is effected such principal office shall be at 2211 South 39th Street, Saint Louis, Missouri 63110.

Registered Office:

Section 1:2 The registered office of the Corporation shall be maintained in the State of Missouri and may be, but need not be, identical with the principal office. The registered office may be changed from time to time by action of the Board of Directors and upon appropriate notice to the Secretary of State.

Boundaries of the Shaw Neighborhood:

Section 1:3 On the North: beginning at Grand and proceeding West along Highway 44 to Tower Grove, turning South along Tower Grove to Shaw then West along the North wall of the Missouri Botanical Garden to Alfred, then proceeding South on Alfred along the western boundary of the Missouri Botanical Garden to Magnolia, then East along Tower Grove Park to Grand, then North along Grand to Highway 44.

ARTICLE II: MEMBERS

Annual Meeting:

Section 2:1 The annual meeting of the members of the Corporation, for the purpose of electing officers and for the transaction of such other business shall be held at 7:00 o'clock p.m. in the basement of St. Margaret of Scotland Church, at the southeast corner of 39th Street and Flad, Saint Louis, Missouri, 63110, unless otherwise stated in the posted agenda on the first Monday in October of each year, if not a legal holiday. If this date is a legal holiday then the meeting shall be held on the next succeeding Monday that is not a legal holiday.

Definition of Member in Good Standing:

Section 2:2 A member of the Corporation is considered a member in good standing who has paid annual dues and who is not indebted to the Corporation and if indebted to the Corporation must clear up arrears within a reasonable time. The Board of Directors, specific to individual circumstances, shall define reasonable time.

Definition of Voting Member:

Section 2.3 Membership is unrestricted by consideration of nationality, race, creed, lifestyle, color, sex or age. Person(s), for the purposes of membership, shall be defined as follows:

- | | | |
|-------------|---------------------------------|--|
| Category 1: | Individual | - any man or women eighteen (18) years of age or older living within the boundaries of the Shaw Neighborhood set out in Section 1:3, be current and in good standing. |
| Category 2: | Household | - within a single residence, two (2) individuals living within the boundaries of the Shaw Neighborhood set out in Section 1:3, be current and in good standing. |
| Category 3: | Organization/
Property Owner | - any corporation, partnership, sole proprietorship, institution, agency, church, business or person which or whom (as the case may be) owns property or operates a business within the boundaries of the Shaw Neighborhood set out in Section 1:3, be current and in good standing. |

Such persons wishing to become members shall pay dues as established from time to time, by the members, provided that all members shall be current in the payment of dues prior to the exercise of any of the privileges of membership, including the right to vote. "Current" shall be defined as follows:

1. Members who have timely paid dues for each calendar year. Such dues being timely paid if paid in December of the preceding calendar year;
2. With respect to any to any calendar year and only for such year, members who fail to pay dues in December of the preceding calendar year may pay dues no later than January 31st of the year for which they are due;
3. Members are current with dues thirty (30) days before the exercise of any of the privileges of membership;

4. Renewing members must renew their membership no later than January 31st of the year for which they are due or members will be considered lapsed members. These lapsed members will be considered 'current' and entitled to the privileges of membership thirty-days (30) after they renew their membership.

The voting privilege shall be strictly, "one person-one vote." Thus, an individual may vote his/her Category 1 or Category 2 or Category 3 membership but only one at any particular meeting. If an individual chooses to vote a Category 1 or Category 2 membership, the Category 3 membership, in any entity in which he/she has an interest, may not vote.

If the Corporation's members elect to set dues at its annual meeting in October may, at their discretion, set lower dues for those members with limited income from Category 1 and Category 2 above. The members may define limited income as they choose, giving particular credence, however, to guidelines for limited income as set by the U.S. Department of Housing and Urban Development. No proof of lower income will be required from members or potential members seeking lower dues.

Definition of Non-Voting Member:

Section 2:4 A non-voting member is an individual, household, senior citizen, or organization (not otherwise meeting the definitions of a voting member) may become a member of the Corporation with all privileges of membership, except the right to vote or hold office in the Corporation or chair a committee, upon paying dues in the amount established by the members.

Regular Meetings of the General Membership:

Section 2:5 There shall be no less than ~~nine-five~~ (95) or more than twelve (12) regular meetings of the Corporation to be held at 7:00 o'clock pm in the basement of St. Margaret of Scotland Church, at the southeast corner of 39th Street and Flad, Saint Louis, Missouri, 63110, unless otherwise stated in the posted agenda on the first Monday of each month if not a legal holiday. If this date is a legal holiday then the meeting shall be held on the next succeeding Monday that is not a legal holiday. No advance written notice of regular meetings shall be given to the membership although the agenda for such meetings shall be posted in the window of the principal place of business of the Corporation on the Friday prior to a regular meeting. The President will post the agenda unless the President delegates responsibility to another person.

The President of the Corporation upon at least thirty (30) days written notice to be given in the Corporation's newsletter and/or posting in the window of the principal place of business of the Corporation may cancel any meeting. The President of the Corporation can cancel a scheduled meeting without a thirty-day (30) notice in the event of an emergency. Such emergencies may be extreme weather conditions, natural disaster, or national tragedy. The announcement will be posted in the window of the principal place of business of the Corporation and may be placed on the outgoing message on the Corporations' telephone answering machine or by broadcast e-mail.

Special Meetings of the General Membership:

Section 2:6 Special meetings of the members may be called by the President, by the Board of Directors, or by no fewer than twenty-five (25) members upon written notice to the President.

Notice of Special Meetings of the General Membership:

Section 2:7 Announcement of each special meeting of the members stating the place, day and time of the meeting, and purpose(s) for which the meeting is called, shall, by or at the direction of the officer or other person(s) calling the meeting, be posted in the window of the principal place of business of the Corporation. It may also be announced in the Corporation's newsletter to each member of record entitled to vote at such meeting, not less than five (5) days before the date of the meeting. Notice may also be given by mail at the discretion of the President.

Quorum:

Section 2:8 Twenty-five (25) current voting members shall constitute a quorum when present at any meeting.

Organization:

Section 2:9 The President, or in his/her absence, the First Vice-President, or in the absence of the First Vice-President, any office in the following order, Second Vice-President, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer, shall call meetings of the members to order and act as chair. The Secretary of the Corporation shall act as secretary of all meetings of the members. In his/her absence, or in the event he/she shall be acting as chair, the chair, may appoint any person to act as secretary.

Voting of General Membership:

Section 2:10 Members shall vote only upon items set forth in the previously posted agenda, except that the President may include on the agenda, for a vote, those items considered of an emergency nature thus necessitating last minute inclusion. The agenda for a meeting shall be set by the President to include any item which a member directs to be included provided that such direction is given to the President no later than the Wednesday preceding a meeting.

Election of Directors: Cumulative Voting:

Section 2:11 In all elections for Directors of the Corporation, there shall be election by simple majority in attendance and no cumulative voting.

Persons Who May Vote Certain Memberships:

Section 2:12 Membership standing in the name of another corporation, partnership, sole proprietorship, institution, agency, church, business, or any other Category 3 member may vote by such officer, agent or proxy as the Bylaws of such corporation may prescribe. If an alternate is voting then the Assistant Secretary of the Corporation is to be notified prior to the vote.

List of Members Kept on File Before Meeting:

Section 2:13 The Assistant Secretary, or in the event of his/her absence, a designee, shall maintain a complete list of members entitled to vote at each meeting, arranged in alphabetical order with the address of each. Voting members will be indicated with an asterisk. Such list shall be available and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting and available at the Corporation's principal place of business upon request. The membership list or a duplicate, kept in Missouri, shall be prima facie evidence as to who are the members entitled to examine such list or vote at any meeting of the members. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting unless failure to comply would result in a change in a vote.

Voting by Proxy:

Section 2:14 No voting by proxy shall be allowed except as stated in section 2.12.

Inspectors of Election:

Section 2:15A At each meeting of the Corporation the President or in his/her absence the presiding officer (as set forth in section 2:9) shall appoint two (2) Block Captains and two (2) members who are neither an officer, committee chair or Block Captain to act as Voting Judges. Once impaneled, this committee along with a member of the Membership Committee shall be empowered to resolve any questions or challenges to the voting of the membership and to count ballots or any other means or method used in voting to determine the will of the membership. This Committee shall submit a report to the Secretary (or acting secretary) containing voting tallies, and any action regarding questions or challenges taken during the meeting. At the adjournment of the meeting the term of this temporary committee is ended.

Section 2:15B At the annual meeting of the Corporation in which an election of Officers is to be conducted, the Voting Judges shall be appointed by the presiding officer (as set forth in section 2:9). This committee shall consist of Three (3) Block Captains; three (3) members who are neither officers, committee chair, nor Block Captain, one (1) member of the Membership committee and one (1) member of the Nominating Committee shall become election judges. Any questions and/or challenges to voting shall be resolved and determined by this committee during the time of this meeting. A report of any action of this committee shall be submitted to the Secretary of the Corporation as a part of the permanent record of the meeting proceedings and minutes. The rulings of the voting judges are final. At the adjournment of the meeting the term of this temporary committee is ended.

Section 2:15C Any Nominee for office shall have the right to have an observer present during the counting of the ballots.

ARTICLE III: BOARD OF DIRECTORS

General Powers:

Section 3:1 The Board of Directors shall control and manage the business and property of the Corporation. The Board may exercise all such powers of the Corporation and do all lawful acts and things as are not directed or required by law, the Articles of Incorporation or elsewhere in these Bylaws to be exercised or done by the members or some particular officer of the Corporation.

Definition of Director:

Section 3:2 The Board of Directors of the Corporation shall consist of the Officers of the Corporation, the Block Captains of each block unit, the Chairs of the Standing Committees as recognized by the Board of Directors and/or amendments, and a representative from the St. Margaret of Scotland Housing Corporation in *ex officio* capacity. All members of the Board of Directors shall have one vote each. There shall be no proxy votes of the Board of Directors. A Director who shall cease to be a member of good standing shall thereby be disqualified and his or her office as Director shall thereupon automatically become vacant. A member of the Board of Directors is considered a member in good standing who is has paid annual dues, is not indebted to the Corporation, and if indebted to the Corporation after being in office must clear up their arrears a within a reasonable time. The Board of Directors, specific to individual circumstances, shall define reasonable time.

Place of Meetings of Directors:

Section 3:3 All meetings of the Board of Directors shall be held shall be held at 7:00 o'clock p.m. in the basement of Tyler Place Presbyterian Church, at the southwest corner of Spring and Russell, Saint Louis, Missouri, 63110, unless otherwise stated in the posted agenda.

Regular Meetings of Directors:

Section 3:4 The Board of Directors shall meet ~~monthly, a minimum of no fewer than 11-10 (ten)~~ times per year on the 3rd Monday of each month unless the Board of Directors decide otherwise. The agenda for meetings will be posted in the window of the principal place of business of the Corporation on the Friday before a meeting. No vote shall be taken on any item not shown on the agenda unless the item is of an emergency nature as determined by the President. If the date of any meeting is a legal holiday, the Board of Directors shall instead meet on the next succeeding Monday not a legal holiday.

Regular meetings of the Board of Directors shall be open to all members, residents and persons owning property or working in the Shaw Neighborhood, or other invitees of the Board of Directors, however, only directors may vote at a Board of Directors meeting. The Board shall have the right to remove all persons not so described.

Special Meetings of Directors:

Section 3:5 Special meetings of the Board of Directors may be called by the President, or any two Directors, and shall be held at the time and place specified in the call. Notice of the time, place and purpose of each special meeting shall be delivered to each Director, either in person or by any reasonably reliable and expeditious means of communication, and addressed to such Director, either at the most recent address which he or she has furnished the Secretary of the Corporation or at the address of his or her last known residence at least three (3) days before such meeting and posted in the window of the principal place of business of the Corporation. If given by mail, such notice shall be deemed delivered upon deposit in the United States mail, postage prepaid, and addressed in either manner aforesaid. Special meetings of the Board of Directors shall be open to all members, residents and persons owning property or working in the Shaw Neighborhood, or other invitees of the Board of Directors. The Board shall have the right to remove all persons not so described.

Quorum of Directors:

Section 3:6 Except as otherwise provided by law, by the Articles of Incorporation, or elsewhere in these Bylaws, one-fourth (1/4) of the full Board of Directors shall constitute a quorum for the transaction of business. A full Board defined as consisting of the Executive Committee, sitting Block Captains, and currently active standing committee chairs. The act of a majority of the Directors present at a meeting at which a quorum is present shall be considered a valid act of the Board of Directors. In the absence of a quorum, a majority of the Directors present at a meeting may adjourn the meeting and may reschedule prior to the next scheduled meeting.

Voting of the Board of Directors:

Section 3:7 Voting at the Board of Directors meeting shall be by ballot.

Compensation of Directors:

Section 3:8 No Director shall receive compensation in cash or in kind for his or her services. Violation of this section shall be grounds for a Director's removal. A company owned in whole or part by a Director(s) can contract for services with the Corporation by a vote of the Board of Directors. Any Director(s) whose company seeks to do business with the Corporation must recuse themselves from votes taken on related matters. No Director(s) or company owned in

whole or part by a Director(s) can conduct business in the name of the Corporation without the agreement of the Board of Directors. Such business is subject to supervision by the Treasurer and Assistant Treasurer of the Corporation.

Contracts:

Section 3:9 Purchases of items costing over \$200.00 that occurs outside of the budget are subject to approval of the Board of Directors. Services valued at \$200.00 or more must be let for bid to be approved by the Board of Directors. The Executive Committee will receive, review bids and forward to the Board of Directors. The Board of Directors shall be responsible for the selection of all staff and the awarding of all contracts. No staff member shall serve on the Executive Committee.

Bonding:

Section 3:10 If so required by the Board of Directors, an officer shall give bond in such form and amount and with such sureties as the Board of Directors may provide, for the faithful discharge of his or her duties, but the premiums for any such bond shall be borne by the Corporation.

Dissolution:

Section 3:11 In the event of the dissolution of the Corporation (as decided by the members), the Board of Directors shall recommend to the members the section 501(c) (3) organizations to which the remaining assets of the Corporation shall be distributed after the payment of all expenses. The members may accept such recommendation or choose their own organization or organizations by simple majority vote. The Board of Directors shall notify the members of their recommendation in writing at least forty-five (45) days before a vote of the members on such recommendation is to be taken.

ARTICLE III Section 2: OFFICERS OF THE CORPORATION

Officers of the Corporation:

Section 3:2.1 The Principal Executive Officers of the Corporation shall be a President, First Vice-President, Second Vice-President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. These officers make up the Executive Committee.

Term of Officers and Qualifications:

Section 3:2.2 At each annual meeting of members beginning in 1994, the members entitled by law, the Articles of Incorporation or these Bylaws to vote for the election of Directors shall elect (by simple majority vote) a First Vice-President, a Second Vice-President, a Treasurer, an Assistant Treasurer, a Secretary and an Assistant Secretary to hold office until the next succeeding annual meeting. Each Officer, unless removed, resigned, disqualified, or otherwise separated from office, shall hold office for the term for which he or she is elected or until his or her successor shall have been elected and qualified. All members of the Executive Committee must be members in good standing and current as described in Article II of these bylaws at least six (6) months prior to their election and must have resided in the neighborhood as defined in *Section 1:3* for a period of at least six (6) months prior to their election.

Powers and Duties of Officers:

Section 3:2.3 The officers of the Corporation shall in general have the powers and perform the duties usually incident to such offices and any other powers and duties designated by the Board of Directors or provided for in these Bylaws. Working closely with the Board of Directors, the Executive Committee will prepare an annual operating plan for presentation to the members by the February meeting annually.

Meetings of Executive Committee:

Section 3:2.4 Regular meetings of the Executive Committee may be held without call or notice at such times and places as the Executive Committee from time to time may fix. Other meetings of the Executive Committee may be called by any member either by oral or written notice not later than the day prior to the date set for such meeting. Such notice shall state the time and place of the meeting and, if in writing, shall be addressed to each member at his or her address as shown by the records of the Secretary of the Corporation. Any member may, or upon request by any member, the Secretary shall, give the required notice calling the meeting. The Executive Committee shall keep a record of its proceedings, and shall regularly present such records to the Board of Directors.

President:

Section 3:2.5 The President shall have general supervision over all the business and property of the Corporation, being responsible at all times to the Board of Directors. Unless otherwise decided by the Board of Directors, he or she shall have the full power and authority on behalf of the Corporation to act and to vote as fully as the Corporation might do if present at any meeting or adjournment thereof. He or she shall also preside at all meetings of the members of the Corporation and serve as an *ex officio* member of all committees of the Corporation. The President, or designee, shall also oversee the following standing committees: Development Committee and Strategic Planning and Management Committee. In addition, he or she will serve as an *ex officio* member of the St. Margaret of Scotland Housing Corporation.

Vice-Presidents:

Section 3:2.6 Each Vice President shall perform such duties and have such powers as may be assigned to him or her by law, the Board of Directors, the President, or these Bylaws. In the absence or disability of the President or at any time upon his or her request, the duties and powers of the President shall be performed and exercised by the First Vice-President and in the absence or disability of the First Vice-President by the Second Vice-President. The First Vice-President shall also serve as the Corporation's President-Elect and shall serve as President for the year succeeding his or her term as First Vice-President. Additional responsibilities assigned to each vice president follow below.

Section 3:2.6A The First Vice-President or designee shall oversee the activities of the following standing committees: Historic Preservation and Neighborhood Beautification Committee, Historic Shaw Art Fair Committee, Annual House Tour Committee, and Youth Committee. In addition, he or she will serve as the Corporation's representative to the Garden District Commission.

Section 3:2.6B The Second Vice-President or designee shall oversee the activities of the following standing committees: Problem Properties Committee, Police/Community Relations Committee, and Court Watch Committee. In addition, he or she will serve as the Corporation's representative to the Board of Directors of the 39th Street Redevelopment Corporation and the Garden District Neighborhood Commission.

Treasurer:

Section 3:2.7 The Treasurer shall have custody of, and be responsible for, all the funds and securities of the Corporation, and shall deposit and withdraw such funds and securities in and from such banks, trust companies, or other depositories as shall be selected by and in accordance with the resolutions adopted from time to time by the Board of Directors. He or she shall also have custody of and be responsible for the maintenance of the books of account of the Corporation. He or she shall do and perform such other duties as from time to time may be assigned to him or her by law, the Board of Directors, the President, or these Bylaws. The Treasurer shall also submit financial reports at the meetings of the Board of Directors and at the meetings of the general membership. The Treasurer, working with the Assistant Treasurer, shall have the responsibility for preparing a Corporate financial plan to be presented to the members in February general meeting as well as the oversight of any Finance Committee established by the Board of Directors. The Board of Directors shall bond the Treasurer of the Corporation if it so decides.

Assistant Treasurer:

Section 3:2.8 The Assistant Treasurer shall have such powers and shall perform such duties as may be assigned to him or her by law, the Board of Directors, the Treasurer, or these Bylaws. In the absence or disability of the Treasurer, or at any time upon his or her request, his or her duties and powers shall be performed and exercised by the Assistant Treasurer. The Assistant Treasurer shall oversee the Auditing Committee for the purpose of preparing a quarterly and year-end financial report. The year-end financial report shall be reported to the membership during the first quarter of the succeeding year.

Secretary:

Section 3:2.9 The Secretary shall perform such duties and have such powers as may be assigned to him or her by law, the Board of Directors, the President or these Bylaws. The Secretary shall keep the minutes of the meetings of the members, the Board of Directors, and the Executive Committee; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation's records and seal; have general charge of the books and records of the Corporation; and sign such instruments with the President or other officers as may be required. The Secretary shall keep a list of certified block units, their designated voting delegates to the Board of Directors, and their membership status. The Secretary or designee shall oversee the activities of the following standing committees: Block Liaison Committee and Public Relations/Marketing Committee.

Assistant Secretary:

Section 3:2.10 The Assistant Secretary shall have such powers and shall perform such duties as may be assigned to him or her by law, the Board of Directors, the Secretary, or these Bylaws. In the absence or disability of the

Secretary, or at any time upon his or her request, his or her duties and powers shall be performed and exercised by the Assistant Secretary. In addition, the Assistant Secretary shall process membership, maintain and update the member roster including current addresses and make determinations regarding a particular member's eligibility to vote. The Assistant Secretary or designee shall oversee the activities of the following standing committee: Membership Committee.

Execution of Instruments:

Section 3:2.11 Every check issued, drawn, or made by the Corporation shall be signed by such officer or officers, or such individual or individuals, as the Board of Directors may from time to time designate provided that all checks in the amount of one hundred and fifty (150) dollars or less may be signed by only one officer and further provided, however, that in the absence of any such designation, they may be signed on behalf of the Corporation by any one of the following officers (if in the amount of one hundred and fifty (150) dollars or less) and by any two of the following officers if the amount is greater than one hundred and fifty (150) dollars: the Treasurer, the President, in his/her absence the First Vice-President, in his/her absence the Second Vice-President, in his/her absence the Assistant Treasurer, in his/her absence the Secretary and in his/her absence the Assistant Secretary. Any other contract or obligation of the Corporation shall be executed by such officer or officers, or such other individual or individuals, as the Board of Directors may direct, or, in the absence of such direction, by the President, any Vice-President, the secretary, or an Assistant Secretary. The seal of the Corporation may be affixed to instruments executed on behalf of the Corporation by its proper officers and shall be affixed to such instruments as the Board of Directors may direct. When affixed, the seal may be attested by the Secretary, an Assistant Secretary or by such other officer as the Board of Directors may direct.

Vacancies Among Officers:

Section 3:2.12A Any Officer of the Corporation may resign at any time by giving oral or written notice. This notice should be delivered to the President or the Secretary of the Corporation at his/her address as given in the records of the Corporation. Such resignation shall be effective on the date of receipt.

Section 3:2.12B In case of any vacancy among the Offices of the Corporation, nominations will be taken from the floor of the next scheduled meeting of the general membership and remain open for ten (10) days. Names of the nominees shall be posted in the window of the principal place of business of the Corporation no later than ten (10) days before the next regular meeting of the general membership where the vote will take place. Nominees must be present at the meeting when the vote is taking place and the appointment shall be filled effective and immediately.

Removal of Officers:

Section 3:2.13 Officers are to attend six (6) meetings per year and unless excused may be considered to be removed from office.

Impeachment of Officers:

Section 3:2.14 An officer who commits a malfeasance or acts in a way to seriously misrepresent or undermine the objectives of the Corporation is subject to removal. Articles of Impeachment will be submitted at the next scheduled Board of Directors meeting at which time the officer in question will be given the opportunity to represent him/herself should he/she desire. The impeachment vote will occur at the following regularly scheduled meeting of the general membership. A quorum of the general membership shall be required for a vote of impeachment and approved by a simple majority. Notice of impeachment shall be posted in the window of the principal place of business of the Corporation not less than ten (10) days prior to the next meeting of the general membership.

ARTICLE III Section 3: BLOCK CAPTAINS

Block Captains:

Section 3:3.1 Block Captains must be members of record and in good standing. A Block Captain who ceases to be a member of record shall be disqualified from serving and shall vacate their office.

Definition of a Block Unit:

Section 3:3.2 A block unit shall be a minimum of one-half (1/2) block in the Shaw Neighborhood (a block being defined by east/west and north/south streets which meet to form a rectangle) provided that the Board of Directors may otherwise certify minimum block units if such certification is reasonable. A record of the block units shall be kept at the principal office the Corporation.

Powers and Duties of Block Captains:

Section 3:3.3 Block Captains shall serve on the Board of Directors where they shall represent their units at all Board of Directors meetings and have such powers and duties as assigned to them by their block unit. The voting privilege of a Block Captain shall be strictly, "one person-one vote."

Election of Block Captains:

Section 3:3.4 All Block Captains will be elected by block units on a yearly basis of members of the block unit. All persons living within a block unit and at least eighteen (18) years of age may vote for Block Captains whether or not members of the Corporation. Block unit captains must be at least eighteen (18) years of age. Block units shall establish their own rules regarding notice of meetings. Block units may certify the names of two Block Captains, either of whom may attend a given meeting to meet the attendance requirement.

Notification of Election of Block Captains:

Section 3:3.5 A block unit captain shall notify the Assistant Secretary of the Corporation of his or her election on a form prepared by the Corporation and available at the principal place of business of the Corporation and shall at such time pay dues to the Corporation if not then a member of the Corporation. If a Block Captain fails to so notify and so pay, he or she will not be allowed to vote as a member of the Board of Directors until certification and payment.

Annually in December or January, a list of Block Captains of record and a description of how to fill vacancies on blocks not represented shall be published in the Corporation newsletter.

New Block Units:

Section 3:3.6 New block units, not previously organized, may elect Block Captains at any time throughout the year provided that Block Captains notify the Corporation as described herein.

Vacancies:

Section 3:3.7A Any Block Captain may resign at any time by giving oral or written notice to the Secretary of the Corporation at his/her address as given in the records of the Corporation. Such resignation shall take effect at the date of the receipt.

Section 3:3.7B Vacancies (resulting from the disqualification or inability to serve of any previously elected block unit captain) may be filled by the block units at any time provided that Block Captains are certified to the Corporation as described herein.

Removal of Block Captains:

Section 3:3.8 Block Captains should attend at least five (5) meetings of the Board of Directors each year and unless excused are subject to removal.

Impeachment of Block Captains:

Section 3:3.9 A Block Captain who commits a malfeasance or acts in a way to seriously misrepresent or undermine the objectives of the Corporation is subject to removal. Articles of Impeachment will be submitted at the next scheduled Board of Directors meeting at which time the officer in question will be given the opportunity to represent him/herself should he/she desire. The impeachment vote will occur at that meeting. A quorum of the Board of Directors shall be required for a vote of impeachment and approved by a simple majority. Notice of impeachment shall be posted in the window of the principal place of business of the Corporation not less than ten (10) days prior to the next meeting of the Board of Directors. A block unit may impeach a Block Captain and shall notify the Assistant Secretary of the Corporation of such action.

ARTICLE III Section 4: COMMITTEES

Committee Chairs:

Section 3:4.1 Committee Chairs shall be members in good standing and current as described in Article II of these bylaws, and must be eighteen (18) years of age or older.

Selection of Committee Chairs:

Section 3:4.2 The Officers of the Corporation shall on or about November 15 provide to the Board of Directors a list of those persons to become or renew as chairs of standing committees. Recommendations made by the officers are to be approved at the November meeting of the Board of Directors or, if not fully approved, will be amended to assure that

the appropriate standing committees will be organized on an annual basis. The Nominating Committee is exempt from this section.

Powers and Duties of Committee Chairs:

Section 3:4.3 Committee Chairs shall serve on the Board of Directors.

Committee Members:

Section 3:4.4 Members serving on committees shall be members in good standing and current as described in Article II of these bylaws, and must be eighteen (18) years of age or older.

Nominating Committee:

Section 3:4.5 The First Vice-President will chair the Nominating Committee along with four (4) members of the Corporation who are also residents of the Shaw Neighborhood shall be elected by the general membership in May of each year to serve for one (1) year. In no case shall a member of the Nominating Committee be eligible to run for office.

The Committee shall nominate candidates for officers of the Corporation. All nominees must be members in good standing and current as described in Article II of these bylaws at least six (6) months prior to the annual meeting in October. In addition, all nominees must have resided in the neighborhood as defined in Section 1:3 for a period of at least six (6) months prior to the annual meeting in October.

The Committee shall file nominations with the secretary of the Corporation no less than fifteen (15) days prior to the September general membership meeting. The Committee shall prepare a list of nominees to be posted in the window of the principal place of business of the Corporation not less than ten (10) days prior to the September general membership meeting. Additional nominations may be made from the floor at the September meeting. Those nominated from the floor must be present at this meeting, as well as the annual election meeting, must be members in good standing of the Corporation at least six (6) months prior to the annual meeting in October, and must reside within the boundaries of the Shaw Neighborhood as defined in Section 1:3 for a period of at least six (6) months. In the event of additional nominees, a revised list of nominees shall be posted in the window of the principal place of business of the Corporation not less than ten (10) days prior to the annual meeting.

Officers shall take office no later than forty-five (45) days after election.

Current Standing Committees

Section 3:4.6 The committee appointments described below will be reviewed and approved by the Board of Directors at the November Board of Directors meeting and are for the period of up to one (1) year to end in November following the year of appointment. Oversight of each standing committee shall be assigned to an officer as described in Article III Sections 3:2.5 through Section 3:2.10. The President shall serve as an *ex officio* member to all committees of the Corporation and will receive notice of such committee meetings.

Each committee can form such subcommittees as necessary and appropriate to carry out the activities described below. Chairs of subcommittees will be appointed by the Officers of the Corporation in conjunction with appropriate committee chairs and area subject to confirmation by the Board of Directors. Subcommittee chairs shall be members in good standing and current as described in Article II of these bylaws and will not be voting members of the Board of Directors.

Section 3:4.7 Listed below are current standing committees of the Corporation as approved by the Board of Directors. Committees are to be approved at the October Board of Directors Meetings. These committees are not binding and can be amended by the Board of Directors.

(a) Block Liaison Committee – the purpose of such committee being to serve as liaison with Block Captains, to serve as a resource for persons interested in developing block units, to promote meeting attendance by Block Captains and to facilitate inter-block communication.

(b) Development Committee – the purpose of such committee being to research funding options for the Corporation, raise the awareness of the Corporation in the eyes of potential donors, and to write grant proposals to fund activities which meet the Corporation's short-term and long-term program goals and/or to improve the quality of life for Shaw Neighborhood residents.

(c) Historic Preservation and Neighborhood Beautification Committee – the purpose of such committee being to serve as the focal point for corporate activities that seek to promote historic preservation and neighborhood beautification, and to coordinate such activities with city and other neighborhood organizations to avoid duplication of efforts.

(d) Problem Problems Committee – the purpose of such committee being to abate problem properties.

(e) Membership Committee – the purpose of such committee being to assure the retention and expansion of membership.

(f) Police/Community Relations Committee – the purpose of such committee being to promote strong police/community relations by planning and supporting activities such as Neighborhood Watch and Citizens Patrol which

are important to the neighborhood's health and welfare and by serving as liaison between the local police, the neighborhood organization, and its members.

(g) Public Relations/Marketing Committee – the purpose of such committee being to assure that the press and other third parties understand the purposes of the Corporation, to seek ways to enhance the visibility of the Corporation and the Shaw Neighborhood in the public eye, and to publish and distribute the Corporation newsletter.

(h) Historic Shaw Art Fair Committee – the purpose of such committee being to organize the annual art fair in the neighborhood to generate funds to be used at the discretion of the Board of Directors for neighborhood initiatives.

(i) Annual House Tour Committee – the purpose of such committee being to organize the annual house tour in the neighborhood to generate funds to be used at the discretion of the Board of Directors for neighborhood initiatives.

(j) Strategic Planning and Management – the purpose of such committee being to develop a strategic plan for the neighborhood to be reviewed and updated at least every five (5) years.

(k) Auditing Committee – the purpose of such committee being to alleviate financial problems by reviewing all business/financial transactions of the Corporation on a quarterly basis.

(l) Youth Committee – the purpose of such committee to serve as a focal point of activities which involve youth and improve quality of life for those youth and the neighborhood and to promote positive and constructive activities for youth in the neighborhood.

(m) Court Watch Committee – the purpose of such committee to monitor trials relevant to crimes committed in the neighborhood.

Responsibilities of Committees to Board of Directors:

Section 3:4.8 Before incurring any expense the Chairperson of each standing committee shall present a budget request to the Board of Directors for approval.

Resignation of Committee Chair:

Section 3:4.9 In the event a Committee Chair should resign or otherwise be disqualified to serve, the Executive Committee will recommend a replacement for approval by the Board of Directors.

Recommendations of Committees to the Board of Directors:

Section 3:4.10 The recommendations of the committees are advisory in nature and are subject to the approval of the Board of Directors.

Voting of Standing Committee Chairs:

Section 3:4.11 Each standing committee chair will be allowed one vote regardless of how many committees they chair. If a committee has more than one chair, then only one chair shall vote.

Other Committees:

Section 3:4.12 Other Committees may be established from time to time by the Board of Directors. Such other Committees shall have such purpose(s) and such power(s), as the Board of Directors by resolution may confer. The Board of Directors shall have the power to designate the chair of such other Committees and to appoint members of such other Committees, to remove any member thereof and to fill any vacancy therein. Unless otherwise provided by the Board of Directors, a majority of the members of such other Committees shall constitute a quorum, and the acts of a majority of the members present at a meeting at which a quorum is present shall be the act of such other Committees. These Committee Chairs will serve on the Board of Directors with voting privileges.

Removal of Committee Chair:

Section 3:4.13 A Committee Chair should attend at least five (5) meetings of the Board of Directors each year and unless excused are subject to removal.

Impeachment of Committee Chair and Committee Member:

Section 3:4.14 A committee chair or committee member who commits a malfeasance or acts in a way to seriously misrepresent or undermine the objectives of the Corporation, is subject to removal from the position of committee chair and from the committee. Articles of Impeachment will be submitted at the next scheduled Board of Directors meeting at which time the Committee Chair or committee member in question will be given the opportunity to represent him/herself should he/she desire. The impeachment vote will occur at that meeting. A quorum of the Board of Directors shall be required for a vote of impeachment and approved by a simple majority. Notice of impeachment shall be posted in the window of the principal place of business of the Corporation not less than ten (10) days prior to the next meeting of the Board of Directors.

ARTICLE IV: MISCELLANEOUS

Corporate Seal:

Section 4:1 The Board of Directors shall provide a suitable seal, containing the name of the Corporation, which seal shall be in the custody of the Secretary, and may provide for one or more duplicates of it to be kept in the custody of the Treasurer and Assistant Treasurer and/or Assistant Secretary.

Waiver:

Section 4:2A These bylaws may be amended by the Members in accordance with Section 4:3 but not waived or suspended.

Section 4:2B Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, or a duly authorized representative of such person, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Presence at a meeting of members or of Directors shall constitute a waiver of notice except where the member or Director states that he is present solely for the purpose of objecting to the transaction of business because the meeting was not lawfully called or convened.

Amendments:

Section 4:3 The members, provided the power conferred hereby shall not be inconsistent with the Articles of Incorporation or applicable law, shall have power to make, amend and repeal the Bylaws of the Corporation by a vote of sixty percent (60%) of all of the members at any regular meeting of the members, provided that notice of intention to make, amend or repeal the Bylaws, in whole or in part, shall have been given at the next preceding meeting.

Books and Records:

Section 4:4 Except as the Executive Committee may from time to time direct or as may be required by law, the Corporation shall keep its books and records at its principal office.

Severability:

Section 4:5 If any word, clause or provision of these Bylaws shall, for any reason, be determined to be invalid or ineffective, the other provisions of these Bylaws shall not otherwise be affected thereby but shall remain in full force and effect.

Pronouns:

Section 4:6 For purposes of these Bylaws, unless otherwise indicated, the masculine pronoun shall include either the feminine, neuter, as the case may be, and the singular shall include the plural, or vice versa.

Sales of Corporate Products/Merchandise:

Section 4:7 The Board of Directors shall approve of all production and sales of corporate merchandise. Unauthorized possession and sales may result in legal action against the party or parties involved. The offending party or parties shall be held financially liable for all misappropriated merchandise and funds received and shall surrender such immediately to the Officers of the Corporation.

ARTICLE V: INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS; INSURANCE

Liabilities Covered:

Section 5:1A The Corporation shall indemnify any person who was, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, to the full extent and under the circumstances permitted by law. The definition of officer shall mean each person elected or appointed to serve as an officer of the Corporation.

Section 5:1B In addition, the Corporation may (but shall not be obligated) to indemnify any person who was or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an employee or agent of the

Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually reasonably incurred by him or her in connection with such action, suit or proceedings, to the full extent and under the circumstances permitted by law.

Section 5:1C If this Section 5:1 is approved by a vote of the members of the Corporation, indemnification shall or may (as the case may be) be provided hereunder unless the conduct of the person to be indemnified is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

Procedures for Indemnification:

Section 5:2A Any indemnification under *Section 5:1A* (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification is not proper in the circumstances because the person to be indemnified has not satisfied the conditions set forth in such *Section 5:1*. Any indemnification under *Section 5:1B* (unless ordered by a court) shall be made as authorized in a specified case upon a determination that indemnification is proper in the circumstances because the person to be indemnified has satisfied the conditions set forth in such.

Section 5:2B Any such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

Advance Payment of Expenses:

Section 5:3A With respect to any person entitled to be indemnified under *Section 5:1A* expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an agreement by or on behalf of the person seeking such advance to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this ARTICLE V.

Section 5:3B With respect to any person who may be indemnified under *Section 5:1B* expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceedings authorized by the Board of Directors of the Corporation in a specific case upon receipt of an agreement by or on behalf of the person seeking such indemnification to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Extent of Rights Hereunder:

Section 5:4 The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any By-Law, agreement, vote of members or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Purchase of Insurance:

Section 5:5 The directors may authorize, to the extent permitted by the General Not For Profit Corporations Law of Missouri, as in effect and applicable from time to time, the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the General Not For Profit Corporations Law of Missouri.

Indemnification Agreements:

Section 5:4 With respect to any of the person who shall or may be indemnified pursuant to *Section 5:1* of this Article, the Corporation may enter into written agreements providing for the mandatory indemnification of such persons.

SHAW NEIGHBORHOOD IMPROVEMENT ASSOCIATION
GENERAL MEETING – SEPTEMBER 10, 2007
ST. MARGARET OF SCOTLAND’S CHURCH BASEMENT
Joan Jennings – Secretary

Circuit Attorney’s Office - Greg Sandifer: In July there were 11 State charges and in August there was 15 State charges, which included a charge of possession and distribution.

Terri Hunter stated a Conditional Use Permit hearing will be held on Thursday, September 20, 2007 in Room 208 in City Hall at 8:30 a.m. regarding a pre-school at Tyler Place Church.

Art Fair – Sue Raney: The SNIA had a booth at the Clayton Art Fair, which according to the volunteers that worked at the booth many fair goers stopped and received information regarding the Shaw Art Fair and the neighborhood as a whole. In addition, the Shaw Art Fair and neighborhood were mentioned twice in the Clayton Art Fair Booklet.

Dog Park – Sue Raney stated the dog park is doing well. The membership renewals went out several weeks ago.

By- Laws – Matt Meyerkord: A vote by ballot was taken on the following issues:

- Approval of Requirements for a Vote (New Provision): Section 4:8 At any regular, special or annual meeting of the general membership where a quorum is present, when it appears that a requirement for a vote has not been satisfied, for the purposes of proceeding with that vote, the members may deem the requirement of that vote satisfied upon a vote of two-thirds (2/3) of all voting members present at the meeting. Passed with 24 yes and 3 no.
- Waiver: Section 4.2A These bylaws may be amended by Members in accordance with Section 4:3 but not waived or suspended, except pursuant to Section 4:8. Passed 25 yes; 1 no; 1 abstention
- Officers are required to attend six meetings per year. Officers failing to attend six meetings per year may be removed from office by a majority vote of the Board. Passed 26 yes; 0 no; 1 abstention
- The annual meeting of the members of the Corporation, for the purpose of electing officers and for the transaction of such other business shall be held at 7:00 o’clock p.m. in the basement of St. Margaret of Scotland Church, at the southeast corner of 39th Street and Flad, St. Louis, Missouri, 63110, unless otherwise stated in the posted agenda on the first Monday in January of each year, if not a legal holiday, If this date is a legal holiday then the meeting shall be held on the next succeeding Monday that is not a legal holiday. Passed 26 yes; 0 no; 1 abstention.

- All meetings of the Board of Directors shall be held at 7:00 p.m. at the location stated in the posted agenda. Passed with 26 yes; 0 no; 1 abstention.

New Business: Terri Hunter stated that Micah House is celebrating its 10th anniversary by cleaning alleys in the Shaw Neighborhood. Micah House is a St. Louis University volunteer student organization and has been involved with several Shaw Neighborhood projects including a Halloween Party for neighborhood children.

Alderman Steve Conway: The Board of Alderman is in recess. The redevelopment project regarding the multi-family at Thurman and Magnolia is progressing. The developer, Rich Yackey, has applied for tax abatement with the TIF Commission and intends to develop 24 condos. We are continuing to push Millennium to start the Detonty housing project. The CDA has chosen a developer for Ryan's Market, Tom Reedy, whom plans to use the property as his personal residence. Many people in Shaw participated in the 50/50 sidewalk program. City has started tree trimming in the entire 8th Ward. Trash can liners are available.

St. Margaret of Scotland Housing Corporation: John Williams stated that "Fall For Shaw" will be held October 14, 2007. John requested help in finding advertisers for the booklet and that the advertising forms were available at the front table.

Art Fair – Karen Werner stated that we are in need of 6 homes for housing an artist.

Terri Hunter: Thanks to the generosity of an anonymous donor the Shaw Neighborhood will soon have new banners.

The meeting adjourned at 7:30 p.m.