

# Bylaws of the Compton Heights Neighborhood Betterment Association

As Adopted December 3, 2003, and Amended December, 2004 and June 2005

## ARTICLE I - NAME, OFFICES AND REGISTERED AGENT, BOOKS AND RECORDS

Section 1.1: **Corporate Name.** The name of the Corporation is the Compton Heights Neighborhood Betterment Association, hereinafter referred to as "the Corporation."

Section 1.2: **Principal Office.** The Corporation shall have and continuously maintain a principal office at such location in the State of Missouri as the Board of Directors of the Corporation (hereinafter "the Board") shall from time to time determine. The Corporation may have such other offices, within or without the State of Missouri, as the Board shall from time to time determine.

Section 1.3: **Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and agent in the State of Missouri in accordance with the requirements of Missouri law. The registered office may, but need not be, identical with the principal office of the corporation.

Section 1.4: **Books and Records.** The books and records of the Corporation shall be kept at its principal office or at such other place or places as the Board shall from time to time determine.

## ARTICLE II - PURPOSES

Section 2.1: **Purpose.** The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The primary purposes of the Corporation are the following:

1. Improve the quality of life in the surrounding community through neighborhood improvement and beautification;
2. Prevention of crime;
3. Promotion of the City of St. Louis as a desirable place to live, especially through the promotion of historic preservation;

4. Assistance in creating community cohesiveness and reducing neighborhood tensions; and
5. Support various charitable organizations within the City of St. Louis.

### ARTICLE III - MEMBERSHIP

Section 3.1: **Membership Eligibility.** Eligible for membership in the Corporation are all resident and all nonresident property owners of the Compton Heights District, whose boundary lines are described as follows:

Bounded on the North by Geyer Avenue between Nebraska Avenue and Compton Avenue and the North line of the "Compton Heights" Subdivision between Compton Avenue and Grand Boulevard; on the West by Grand Boulevard; on the South by the South line of Lots 50 and 51 in Block C of "Compton Heights," City Block 1367, and continuing along the North line of the alley in City Blocks 1368, 1370, 1371, 1373 and 1376, North of Shenandoah Avenue; and on the East by the West line of Nebraska Avenue between Shenandoah and Geyer Avenues, but excluding any property fronting on Nebraska Avenue and further excluding any property fronting on Compton Avenue.

Each house within the boundaries set forth in this section is eligible for one membership. Membership in the Corporation shall be available without regard to race, color, creed, national origin or sexual orientation. Members of the Corporation shall not be individually or personally liable for the debts, liabilities or obligations of the Corporation.

Section 3.2: **Voting.** Only members of the Corporation are eligible to vote. Each household is eligible for one membership and there shall be one vote per membership. This vote may be cast by any member of the household, who is eighteen or more years of age. Additional conditions for eligibility, including payment of dues, may be established from time to time by the Corporation. Voting by proxy shall not be permitted at a meeting of the membership.

Section 3.3: **"Friends" of Compton Heights.** Any person not a resident or nonresident property owner of the Compton Heights District may become a "Friend" of Compton Heights, upon meeting conditions of eligibility established from time to time by the Corporation. Participation as a "Friend" of Compton Heights shall be available without regard to race, color, creed, national origin or sexual orientation. "Friends" of Compton Heights shall not be individually or personally liable for the

debts, liabilities or obligations of the Corporation. "Friends" of Compton Heights shall not have voting rights within the Corporation.

Section 3.4: **Membership.** A member is defined as a current resident household which has currently paid the Corporation dues for the household required by Section 3.5 of this Article. Only members shall be eligible to vote in meetings of the Corporation or serve in any elected or appointed position within the Corporation. The Chairperson of the Membership Committee shall maintain a list of members.

Section 3.5: **Dues.** Each member of the Corporation shall pay \$100.00 for a one-year membership or \$750.00 for a "lifetime" membership. "Friends" of Compton Heights shall pay \$100.00 per year. Dues shall be collected by the Treasurer of the Corporation. Dues must be paid prior to the participation in a business meeting. New residents of the Compton Heights District who join the Corporation after June 30 shall pay dues constituting fifty percent (50%) of the amount of a one-year membership for the remainder of the first year. (Approved June 2005)

Section 3.6: **Meetings and Quorum.** Semiannual meetings of the membership shall be held upon dates set by the Board of Directors, said dates to be during the first two weeks in December and during the first two weeks of June of each year. Special meetings may be called by the Board of Directors or by members. A notice of the time and place of any meeting shall be distributed to each member at least one week prior to the meeting. A quorum for a meeting of the Corporation shall be twenty-five percent (25%) of the total membership at the time of the meeting except as required in Section 3.7.

The order of business for the meetings of the members of the Corporation shall be as follows:

1. Approval of minutes of the last preceding meeting of the Corporation
2. Reports of Officers
3. Reports of Committees
4. Unfinished Business
5. New Business

## ARTICLE IV - DIRECTORS AND OFFICERS

Section 4.1.1 **General Authority.** The affairs of the Corporation shall be managed by a Board of Directors. The board may exercise all powers, rights and privileges of the

Corporation, whether expressed or implied by the Articles of Incorporation or conferred by law or otherwise, and do all such acts and things which may be done by the Corporation not otherwise prohibited by the Articles of Incorporation, these Bylaws, or State or Federal law.

Section 4.1.2 **Limitations on Authority.** The Board of Directors may not, without prior approval by a majority of a quorum of the members at a duly called meeting:

1. **Limitation on Spending.** Spend \$5,000 or more of Corporation funds on any physical changes or improvements to real property owned by the Corporation, or to any common areas over which it may have control, or to any property dedicated to the public use, except to maintain or restore damaged property to its prior condition. Provided, further, that the Board of Directors shall not enter into a series of like or related transactions on the above issues that taken together exceed this \$5,000 limit.
2. **Limitation on Physical Changes to Property.** Cause, encourage, or petition any other party to make any physical changes or improvements to the real property owned by the Corporation, or to any common areas over which it may have control, or to any property dedicated to the public use within the boundaries of Compton Heights, except to maintain or restore damaged property to its prior condition. Provided, however, that this clause shall not be deemed or construed to prevent the Board of Directors from soliciting contributions to make such physical changes or improvements.

Section 4.2: **Number and Term.** The Board of Directors shall be twelve (12) in number, and each director shall serve a term of three (3) calendar years. The terms shall be staggered so that each year the terms of four directors shall expire. At each December meeting of the members of the Corporation, four directors shall be elected for the three-year terms commencing the following January 1. After completing a 3-year term, a director may not succeed him/herself, and may not be succeeded by a member of his or her household, for another 3-year term for a period of at least one year. Nothing in these Bylaws, however, shall preclude a Director who has completed a 3-year term from being elected by the Board of Directors to fill a vacancy. No Director shall serve on the Board in any capacity for longer than five (5) consecutive calendar years.

Section 4.3: **Qualification.** Directors must be members of the, and must be at least eighteen (18) years old.

Section 4.4: **Vacancies.** In case of the resignation or demise of a Director, the Board of Directors shall, by majority vote, elect a member of the Corporation to serve the remainder of the un-expired term. After completing this vacant term, he/she may proceed to a regular three-year term or proceed to fill another vacant position. No director shall serve to fill vacancies for a period longer than five consecutive years.

Section 4.5: **Resignation.** A Director may resign by delivering a written resignation to the President or Secretary of the Corporation, or to a meeting of the Directors. Such resignation shall be effective upon receipt, unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless the resignation so states.

Section 4.6: **Suspension or Removal.** A Director may be suspended or removed with cause by a vote of the majority of the Directors, but only after reasonable notice and an opportunity to be heard. A director shall be removed from the Board after three absences in a calendar year. After removal from the Board, a director shall be ineligible to serve on the Board for a period of one year after the expiration of his/her original term.

Section 4.7: **Meetings of the Board of Directors.** The Board of Directors shall first meet in January of each year as soon as practicable after the December meeting of the Corporation. The January meeting shall be called to order, and presided over, by the outgoing President until a new President has been elected. The first order of business at the January meeting shall be the election of officers for a term of one year. All members of the new Board of Directors may vote for officers. Officers shall be elected by a simple majority. Elections undecided after three (3) ballots shall be decided by lot. Additional meetings shall be called by the President as may be necessary or upon the request of any three members of the Board of Directors. Notice of the time and place of all meetings shall be given at least seven (7) days prior to the meeting, and shall specify the purpose of the meeting. Minutes of the meetings of the Board of Directors shall be available for review at the semi-annual Membership Meetings.

Section 4.8: **Quorum of Board of Directors.** A quorum for a meeting of the Board of Directors shall be seven (7) members of the Board of Directors. Any act by a lawful

quorum of directors shall be an act of the Board of Directors, unless such act requires a greater number of directors by law or in these Bylaws.

Section 4.9: **Voting.** When a quorum is present at any meeting of the Board of Directors, a majority of Directors present and voting shall decide any question unless provided otherwise by law, the Articles of Incorporation, or in these Bylaws.

Section 4.10: **Action by Writing or Telephone.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the directors consent to the action in writing or by telephone and the written consents or record of their verbal consents are filed within the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a record of those who attended and voted. For purposes of this section, electronic mail ("e-mail") shall constitute a "writing."

Section 4.11: **Compensation.** Directors shall not receive any compensation, although they may be reimbursed for reasonable expenses associated with their position.

Section 4.12: **Voting by Proxy.** Voting by proxy shall be allowed if the members of the Board of Directors approve such voting on a particular issue.

Section 4.13: **Officers Enumerated.** The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may additionally elect Chairpersons for the various committees established by the Board, and such additional officers as the Board deems appropriate.

## ARTICLE V - DUTIES OF OFFICERS

Section 5.1: **President.** The President shall be the chief executive officer of the Corporation. He or she shall preside over meetings of the Board of Directors, and plan and prepare agendas for each meeting. As authorized by the Board of Directors, the President shall

1. Contract, receive, deposit, disburse, and account for funds of the Corporation in fulfillment of the Corporation's objectives;
2. Execute in the name of the Corporation all bonds, contracts, deeds, leases, and other written instruments authorized either generally or specifically by the Board of Directors to be executed by the Corporation;
3. Sign all legal documents authorized by the Board of Directors unless the authority is delegated by the Board of Directors to someone else.

The President shall be the spokesperson for the Corporation. The President shall be an Ex-Officio member of every Committee, except for the Nominating Committee.

Section 5.2: **Vice President.** The Vice President shall have all the duties of the President in the absence of the President or in the President's inability or refusal to act. The Vice President shall have such other duties and powers as designated by the Board of Directors or the President of the Board.

Section 5.3: **Secretary.** The Secretary shall record the minutes of all meetings of the Board of Directors and of the members of the Corporation. The Secretary shall notify each member of the Board of Directors of the place and time of all meetings. The Secretary is the custodian of all official documents and papers of the corporation. The Secretary shall have such other duties and powers as designated by the Board of Directors or the President of the Board.

Section 5.4: **Treasurer.** The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. The Treasurer shall keep accurate records of receipts and disbursements, and the balance on hand of the assets of the Corporation, and shall make written reports to the Board of Directors from time to time and written reports twice a year to the members of the Corporation. The Treasurer shall have such other duties and powers as designated by the Board of Directors or the President of the Board.

## ARTICLE VI - COMMITTEES

Section 6.1: **Generally.** All committees shall be designated and created by the Board of Directors. These committees shall consist of members of the Corporation, at least one of whom shall be a Director of the Corporation. These committees shall have and exercise the authority granted by the Board of Directors. The designation and appointment of any committee(s), and the delegation of authority thereto, shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 6.2: **Term of Office.** Each member of a committee shall continue as such until successors are appointed, unless such committee shall be sooner terminated, or unless such member be removed, resigns or otherwise ceases to qualify to serve on the committee.

Section 6.3: **Committee Chairpersons.** The Board of Directors shall elect the chairperson of each committee.

Section 6.4: **Nominating Committee.** The Nominating Committee shall consist of two members of the Board of Directors elected by the Board and two Corporation members not on the Board of Directors, elected by the members of the Corporation at the June Membership Meeting. One of the two members of the Nominating Committee chosen from the Board of Directors shall be designated by the Board as Chair of the Nominating Committee. At the December Membership Meeting, the Nominating Committee shall submit a report nominating four (4) members of the Corporation to serve on the Board of Directors for three-year terms. Nominations from the floor shall be permitted.

## ARTICLE VII - FISCAL YEAR

Section 7.1: **Fiscal Year.** The fiscal year of the Corporation shall be a calendar year commencing on January 1 and ending on December 31.

## ARTICLE VIII - FINANCES AND APPROPRIATIONS

Section 8.1: **Finances.** The Corporation shall establish such bank accounts as may be necessary for conducting the Corporation's business. The President and Treasurer shall have the authority to sign checks on behalf of the Corporation.

Section 8.2: **Appropriations.** The Board of Directors may appropriate no more than five hundred dollars (\$500.00) without the "yes" vote of at least seven members of the Board. Appropriations may be made by members of the Corporation by a two-thirds vote of the members of the Corporation at the time the vote is taken. The Treasurer will arrange for payments so authorized. The Corporation members will be informed in a newsletter or at a meeting of the Corporation membership of any planned expenditure of over one thousand dollars (\$1,000.00).

## ARTICLE IX - ENFORCEMENT OF RESTRICTIONS

Section 9.1: **Complaints and Response.** Any and all signed complaints concerning deed restrictions or violations of City Ordinances shall be submitted to the Board of Directors, which shall investigate such. The Board of Directors shall respond in writing within sixty (60) days of the receipt of the complaint.

## ARTICLE X - PROCEDURE



Section 10.1: **Procedure.** Robert's Rules of Order (Newly Revised) shall govern the proceedings of the Corporation and of the Board of Directors, except as otherwise indicated in these Bylaws.

## ARTICLE XI - AMENDMENTS TO BYLAWS

Section 11.1: **Amendments.** Articles III and IV of these Bylaws may be amended only at a semiannual meeting of the members of the Corporation. Such proposed amendments may be submitted to the membership of the Corporation at the semiannual meeting by an act of the Board of Directors or at the written request of twenty-five (25) members of the corporation, provided that a written copy of the proposed amendments be included with the announcement of the semiannual meeting that is distributed to all members of the Corporation. Articles III and IV of these Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds vote of the members present.

All other Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Board of Directors with no less than eight (8) votes of Directors of the Board.

Adopted this third day of December 2003