

## **BY-LAWS OF THE LAFAYETTE SQUARE RESTORATION COMMITTEE**

**Revised and Adopted September 11, 2018**

### **Article I - Name**

The official name of this Organization is the "Lafayette Square Restoration Committee, Incorporated", also known as the "Lafayette Square Neighborhood Association", hereinafter referred to as the L.S.R.C., or more simply, LSRC. The L.S.R.C. has been incorporated under the General Not-For-Profit Corporation Act of the State of Missouri.

### **Article II - Purposes**

The purposes of the L.S.R.C. shall be:

1. To foster community improvement within the area known as Lafayette Square in the City of St. Louis, Missouri, said area bounded by Interstate Route 44 on the south, Jefferson Street on the west, Chouteau Avenue on the north and Truman Parkway, on the east.
2. To encourage the restoration and preservation of the area,
3. To participate in the enhancement and re-establishment of Lafayette Park as a focal point of community activity,
4. To stabilize the community by fostering civic pride,
5. To have the power to acquire property, both real and personal, by gift, bequest, or devise, Such property shall be utilized to foster the aforementioned goals which shall not be contrary to the laws governing the General Not-For-Profit Act,
6. To encourage and support, but not sponsor, legislation for the preservation, restoration and improvement of the area, and
7. To coordinate and work with communities that are adjacent to the Lafayette Square Historic District.

### **Article III - Membership**

1. Individuals of majority age who own real property or who reside in Lafayette Square are eligible for membership in the L.S.R.C.
2. Partnerships, corporations and other business entities which operate a business within

Lafayette Square are eligible for membership in the L.S.R.C.

#### **Article IV - Management**

1. The control and management of the L.S.R.C. shall be vested in the voting membership, who shall elect, when such offices are vacant, a President, Vice President-President Elect, Vice President for Development, Vice President for Development-Elect, Vice President for Community Affairs, Vice President for Safety, Vice President for Business Affairs, Vice President for Capital Improvements, Secretary, Membership Secretary, Treasurer, Assistant Treasurer-Treasurer Elect, and four (4) Members at Large, in accordance with the other provisions of these By-Laws. All officers shall be elected for a one-year term. Members at Large shall be elected for a two-year term with two (2) Members at Large being elected in one year and two (2) elected in the alternate year, ideally. A one-year or three-year term can be requested if more than two Members at Large are elected in a given year, preserving the ideal of two Members with at least one year of experience and two Members who may be new to the Board.
2. The sixteen (16) elected officers and Members at Large, together with the immediate past President of the L.S.R.C. (17<sup>th</sup> member), shall constitute the Board of Directors, who are charged with the day-to-day operation of the corporation.
3. No member of the Board of Directors shall receive compensation from the L.S.R.C. for the performance of his or her duties as Board Member.

#### **Article V - Duties of Officers**

1. The President shall be the executive officer and shall preside at all board and membership meetings and shall approve all checks, and be aware of any autopay accounts, that are negotiated by the organization and appoint all heads of committees and shall be an ex-officio member of all committees and shall prepare an agenda for each membership meeting.
2. The Vice President-President Elect shall exercise the powers of the President in the President's absence and shall work with the President on such internal and external affairs of the L.S.R.C. as shall be assigned by the President and shall have the power to countersign all checks that are negotiated by the corporation, and shall become President at the end of

the President's term of office. Whenever the office of President becomes vacant for any reason, the Vice President-President Elect shall automatically become president and shall complete that President's term of office.

3. The Vice President for Development shall be responsible for and shall implement the development of policies of the L.S.R.C. as embodied in the Lafayette Square Historic Code (St. Louis City Ordinance #63327) and in the Lafayette Square Urban Plan. The V.P. of Development shall serve as the chair of the development committee and shall communicate all official actions of the development committee to homeowners directly involved, the appropriate city agencies and the LSRC board in summary form. Decisions on issues brought before the Development Committee will be decided by majority vote of members of the committee. In addition, the V.P. of Development will convene regular public meetings to provide discussion of committee actions and to obtain public input into the actions of the committee.

Membership of the Development Committee. The membership of the development committee consists of the V.P. of Development, V.P.-Elect for Development, the immediate past V.P. for Development and four regular members elected by the membership of the LSRC for terms of two years. Nominations for these positions will follow the process noted in these by-laws for elections. Expiration of the elected members' terms should not all coincide (i.e., should be staggered).

Areas of Responsibility of the Development Committee. In general, this committee is responsible for overseeing all aspects of development within the Lafayette Square Historic District as outlined below:

- Encouraging the completion of restoration of all existing historical structures within the Lafayette Square Historic District.
- Providing assistance and oversight of restoration projects to assure compliance with the ordinance.
- Reviewing proposed new construction projects for compliance with the Historic District Code Standards for Design and Construction.
- Functioning as the official body representing the LSRC in reference to Historic District Code Standards

for Design and Construction to the appropriate agencies of the City of St. Louis and to the neighborhood.

4. The Vice President for Development-Elect shall become Vice President for Development at the end of the term of office of the Vice President for Development. Whenever the office of Vice President for Development becomes vacant for any reason, the Vice President for Development-Elect shall automatically become Vice President for Development and shall complete the remaining term of office of Vice President for Development.

5. The Vice President for Community Affairs shall be responsible for implementing the policies of the L.S.R.C. pertaining to all phases of community activities, neighborhood affairs, and education as are delegated by the Board of Directors and the membership.

6. The Vice President for Safety shall be responsible for implementing the policies of the L.S.R.C. pertaining to safety of residents and businesses in the community.

7. The Vice President for Business Affairs shall be responsible for implementing the policies of the L.S.R.C. pertaining to the businesses in the community.

8. The Vice President for Capital Improvements (Projects) shall be responsible for implementing the policies of the L.S.R.C. pertaining to the Urban Plan, Strategic Plans, Maintenance and external projects involving, but not limited to, city, state and federal governments, utilities and charitable organizations.

-Reviewing proposed new construction projects for compliance with the Lafayette Square Urban and Strategic Plans.

- Functioning as the official body representing the LSRC in reference to the Urban and Strategic Plans to the appropriate agencies of the City of St. Louis and to the neighborhood.

9. The Secretary shall attend all meetings of the Board of Directors and the annual meeting and shall record votes and keep minutes of such meetings and distribute those minutes as required by the board and shall give all notices in the manner required by these By-Laws or by law and shall be the custodian of the corporate records and seal and shall have the authority and perform such duties as the Board of Directors, from time to time, may prescribe. In the absence of the Secretary, the President, or Vice President acting in the President's stead as herein above provided, may appoint an assistant secretary to give notice or keep the votes and minutes at a meeting.

10. The Treasurer shall prepare an annual budget by December 1st for the upcoming year and shall report monthly to the Board of Directors and quarterly to the membership concerning the financial

condition of the corporation and shall prepare the annual income tax return and shall provide a fidelity bond with corporate surety, the premium for which shall be paid by the corporation and shall be able to countersign all checks that are negotiated by the L.S.R.C. and shall have overall supervision of the Assistant Treasurer. The Treasurer may decide to create a Finance Committee, as needed, to review each committee budget and make recommendations to the Board during the budget process. This Finance Committee may remain active for other financial advice, at the discretion of the Treasurer.

11. The Assistant Treasurer-Treasurer Elect shall have control and custody of the funds of the corporation and be in charge of the collection thereof and shall keep and maintain in books and records of the corporation accurate accounts of receipts and disbursements and shall deposit all monies and valuable effects of the corporation in the name of the corporation in such depositories as the Board of Directors may designate and shall make disbursements of the funds and securities of the corporation upon orders of the Board of Directors and shall maintain the petty cash fund, not to exceed \$1000.00 at any one time, and shall be the signatory thereon, and shall become Treasurer at the end of the Treasurer's term of office. The board may vote to distribute up to, but not exceeding, \$1000.00 from the petty cash fund by a super-majority of three fourths (75%) vote (12 members). Whenever the office of Treasurer becomes vacant for any reason, the Assistant Treasurer-Treasurer Elect shall automatically become Treasurer and shall complete that Treasurer's term of office. At the discretion of the Treasurer, from time to time the duties of the Assistant Treasurer may be completed by the Treasurer and vice versa.

12. The Membership Secretary shall attend all general membership meetings and shall record votes and keep minutes of such meetings and distribute copies of the minutes to the membership and prior to a general membership meeting, shall distribute to all members a copy of the President's agenda and notice of the time, place, and date of the next general membership meeting and shall keep an up-to-date membership dues list.

#### **Article IV - Meetings**

1. An Annual Meeting for the election of officers and directors of the L.S.R.C. and for other business shall be held during the month of October. A timely notice of this meeting shall be provided to all members by the Secretary. This notice may be provided using any reasonable

means including by posting electronically on social media or by sending emails.

2. Regular meetings of the membership shall be held no less often than quarterly.

3. Special membership meetings may be called by the president.

If a motion is proposed by a member that per the bylaws requires that the motion be tabled and published for consideration such that the vote will occur at the next membership meeting, yet the member feels the motion is urgent and cannot wait for the next meeting, the member may ask that the motion be designated an "Emergency Motion" and the member may ask the president to convene a special session of the LSRC membership to vote on the proposed motion. The president will then take a vote of the members present as to whether a special session is warranted. A super-majority of two thirds (66.67%) of the members present must vote in agreement that a special session is warranted. If this vote is achieved, the special session is to take place no sooner than 7 days from the date authorized, and no later than 14 days from the date authorized. The emergency motion will be published to the membership by any and all means available and deemed appropriate by the board of directors of the LSRC, and will be the responsibility of the president or the member proposing the emergency motion. The president and the board of directors may choose to aid the member in publication of the motion at their discretion. Expenditures for publication of the emergency motion may be authorized by the board of directors by majority vote, not to exceed \$100. The emergency session of the LSRC will be held at a time of day conducive to the maximum number of members being available to attend. The president will convene the emergency session and preside over it. No other business other than the vote on the emergency motion may be transacted. Only members that are members in good standing, as of the date the motion is designated an emergency motion, are eligible to vote at the special session. The special session may be held at any location inside the boundaries of Lafayette Square that will accommodate all members that wish to attend, up to and including any outdoor space in Lafayette park, regardless of weather.

4. A quorum for the transaction of business at any regular or special membership meeting shall consist of twenty-five (25) voting members.

5. During discussion following a motion, any member of the LSRC may ask the president to end the discussion and proceed to a vote. At that time, the president will have no more than 60 seconds to summarize his/her position on the matter and bring forth any points that he/she feels is relevant to the debate. At the end of the presidential comment period, the president will call for a vote to end the discussion and proceed to the vote that will determine whether the proposed motion passes or fails. Discussion will end if, and only if, a majority of members present vote to end the discussion and proceed to the vote proper. If a majority of members present do not vote to end the discussion, then discussion will continue for a minimum of 5 minutes or until 4 additional members have had a chance to voice their opinion or until no other member wishes to comment on the proposed motion, whichever criteria is met first. At that time another vote to end discussion will be taken. This procedure is to be followed as many times as is necessary until either a majority of the members vote to end the discussion on the motion, or until the motion is withdrawn.

#### **Article VII - Dues**

1. Dues may be assessed only by vote of the membership.
2. Dues may be assessed at rates different for individuals and for business entities.
3. Dues shall be assessed on an annual basis and shall not be pro-rated.
4. Only members whose dues are fully-paid for the year may vote on any matters coming before any general or special membership meeting or at the Annual Meeting.
5. Members are eligible to vote on all matters immediately upon the payment of their dues except that in the case of the election for officers held at the Annual Meeting, members must have paid their dues ten (10) days before the day of the Annual Meeting in order to be able to vote in that election.

#### **Article VIII - Nominations and Elections**

1. The officers and directors of the L.S.R.C. shall be elected to office at the Annual Meeting and shall take office immediately upon the close of that meeting and shall hold office until the next Annual Meeting.

2. Any member whose dues are paid is eligible to hold office in the L.S.R.C.
3. Nominations for the election held at the Annual Meeting will open during the second membership meeting preceding the Annual Meeting and will close at the end of the membership meeting immediately preceding the Annual Meeting.
4. In the event that no one has been nominated for one or more positions on the Board or that the person(s) nominated decline to run or that the person(s) nominated is/are not eligible to hold office, names may be placed in nomination at the Annual Meeting for the position(s) for which there are no candidates.
5. The Board of Directors may nominate candidates for office at its discretion, but if it does decide to make nominations, it must do so only at the second membership meeting held preceding the Annual Meeting.
6. Balloting shall be by written secret ballot in the case of contested elections. Absentee voting and voting by proxy are prohibited.
7. In the election of officers, the candidate receiving a majority of the votes cast shall be deemed elected to office. If no candidate receives a majority, then succeeding ballots will be taken until a candidate does receive a majority.
8. Following each contested election, the candidate(s) not elected to that office shall have the right to run for any other position on the Board not then voted upon simply by declaring that they wish to have their name(s) placed on the ballot.
9. In the election of the Members at Large, each voting member shall be entitled to vote for any candidates on the first ballot, up to 4, depending on how many offices are open. Voting members may vote only once for a candidate. The candidates receiving the highest number of votes cast shall be deemed elected Members at Large.
10. In the event of a tie vote so that the number of candidates receiving the highest number of votes to fill the offices cannot be determined, succeeding ballots shall be taken to break the tie.
11. On the succeeding ballot(s) held to break the tie, the voting membership shall elect from between or among the tying candidates a sufficient number to complete the list of offices to be filled. Each voting member shall be entitled to vote for only one candidate on each

succeeding ballot.

#### **Article IX - Vacancies and Special Elections**

Whenever any position on the Board becomes vacant for any reason, and there is no provision elsewhere in these By-Laws to provide a means of automatically filling the vacancy, the Board may fill that office by appointment or by calling a special election to fill the vacancy, whichever it considers proper under the circumstances. A special election shall be held to fill vacancies for the positions of Vice Present-President Elect, Vice President for Development-Elect and Assistant Treasurer-Treasurer Elect. The Board is not bound by the provisions of Article VIII in the conduct of the special election to fill vacancies on the Board and may establish nominating and balloting provisions for the election as the Board deems appropriate under the circumstances.

#### **Article X - Committees**

It shall be the duty of the Board of Directors to establish, oversee and disband committees as the need arises to fulfill the purposes of the organization. The chairpersons of such committees shall be appointed or removed by the President. No member or committee shall contract for or incur any expense in the name of the organization without authorization from the Board of Directors or the membership.

#### **Article XI - Finances**

1. It shall be the responsibility of each committee of the L.S.R.C. to prepare an itemized budget for said committee's activity for the next fiscal year.
2. Each committee shall submit its budget to the Finance Committee no later than forty-five (45) days prior to the beginning of the next fiscal year.
3. The Finance Committee shall review each committee budget and shall make recommendations thereon to the Directors no later than the regular meeting of the Board of Directors next immediately preceding the beginning of the next fiscal year.
4. Upon submission by the Finance Committee of the various committee budgets and said committee's recommendations thereon, and upon consideration of any other pertinent

financial matters, the Board of Directors shall prepare a proposed budget for the L.S.R.C. for the next fiscal year and shall submit same to the general membership for approval no later than the regular general membership meeting next immediately the beginning of the next fiscal year.

5. After approval by the general membership, the Board of Directors will have the authority to allocate and spend the funds in accordance with the approved budget. No additional expenditures may be made or expenses or indebtedness incurred on behalf of the L.S.R.C. unless authorized by the general membership.

6. The Board of Directors shall submit to the general membership within thirty (30) days after the close of each quarter a current and cumulative financial statement.

7. The Board of Directors shall have the power to make emergency appropriations up to \$1000.00.

8. Any motion proposed by a member or officer for appropriation of funds beyond what is approved by the budget to authorize spending in excess of \$2000.00 will require the motion to be taken at the current membership meeting and tabled. Discussion of the motion may take place for a time period deemed appropriate by the membership and the president. Voting to approve or deny the motion will take place at the following membership meeting after the motion has been presented to the board of directors at the next board meeting, and once the motion has been communicated to the members of the LSRC through publication of the motion. Publication can include; inclusion in the neighborhood newspaper and/or the neighborhood e-group and/or any other means deemed appropriate. Publication of the motion shall include the text of the motion, as well as the projected financial impact on the organization, to include the projected balance of the operations account at the end of the fiscal year with the impact of the motion accounted for. Motion will pass or fail based upon receiving a majority vote of members in good standing present, if a quorum is present. Motions for appropriations in an amount between \$1001 and \$1999 may be discussed and voted on at the time of proposal. No member or officer may make more than one successive motion for an amount between \$1001 and \$1999 for the same project in a calendar year.”

9. Provision for budgetary reserve: An annual budgetary reserve equal to 50% of annual projected operating expenses for the next fiscal year will be retained as part of the operating budget to compensate for shortfalls in operating income, should any such shortfalls occur.

10. Any funds raised and/or not spent that exceed the projections for that fiscal year in excess of 15% are to be designated as dedicated funds and accounted for in the capital improvements / beautification portion of the organizations assets, and/or committed to a special project(s) as deemed appropriate and approved per Article XI, paragraph 8.

#### **Article XII - Special Provisions Relating to the Funding Committee**

1. Definitions:

a. "Special Project" means any physical improvement project approved by both the Board of Directors and the general membership, which shall not be funded from the general revenue of the L.S.R.C.

b. "Special Campaign" means a specific activity which is undertaken by the L.S.R.C. for the purpose of either the protection or preservation of the Lafayette Square National Historic District.

2. The committee shall have the exclusive responsibility for the solicitation of funds donated to the L.S.R.C. pursuant to the provision of Section 501(c) (3) of the Internal Revenue Code; provided, however, that any such funds received for ticket sales for the annual house tour, holiday tour, or other tour(s), shall not be subject to the provisions of this Article.

#### **Article XIII - Subsidiary Corporations**

The L.S.R.C. may create subsidiary corporation(s) with the approval of the Board of Directors and the general membership. Said corporation(s) may be formed to further the: purposes and aims of the L.S.R.C. The corporation(s) shall be formed either under the Missouri General Not for Profit Corporation Act or the Missouri General Corporation Act.

#### **Article XIV - Amendment Procedure**

Proposed amendments to the By-Laws shall be presented to the Board and the membership in writing. The proposed amendment shall be presented in such manner that the membership shall be afforded a reasonable time, in advance of a meeting, to consider the proposed amendment. The amendment shall be adopted by a two-thirds (2/3) majority vote of voting members present and voting at a regular membership meeting. Votes shall be cast by written ballots. Said vote may be taken by mail vote, if a majority of voting members at a general membership meeting so approve.

#### **Article XV - Involuntary Removal**

Any member of the L.S.R.C. or any member of the Board of Directors can be involuntarily removed from the organization or the Board. The individual shall be deemed removed upon two-thirds (2/3) of the majority of the votes cast at a meeting called for such purpose. The quorum for such a meeting shall be fifty percent (50%) of the voting members as defined by Article III of the By-Laws. A petition signed by two-thirds (2/3) of the Board of Directors or by one-half (1/2) of the voting members shall be required before a vote of involuntary removal can take place. A ten (10) days written notice shall be given to all voting members before such meeting.

#### **Article XVI - Fiscal Year**

The fiscal year of the L.S.R.C. shall be on a calendar year basis.