

BYLAWS OF THE LAFAYETTE SQUARE RESTORATION COMMITTEE

Revised and Adopted November 2, 2021

Article I – Name

The legal name of this Organization is the "Lafayette Square Restoration Committee" dba the "Lafayette Square Neighborhood Association," **hereinafter referred to as the Association.** The Association has been incorporated under the General Not-For-Profit Corporation Act of the State of Missouri.

Article II – Purposes

The purposes of the Association 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 acquire property, both real and personal, by gift, bequest, or devise. Such property shall be utilized to foster the purposes of the Association, 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.
8. To engage in legal actions to foster the purposes of the Association.

Article III – Membership

1. Individuals of majority age who own real property or who reside in Lafayette Square are eligible for membership in the Association.
2. Sole proprietors, partnerships, corporations and other business entities which operate a business or own property within Lafayette Square are eligible for membership in the Association.
3. The board may establish nonvoting categories of affiliation with the Association.
4. A voting member is a person or business that pays dues to belong to a voting category of membership.
5. Each individual or business that is a voting member may cast one vote on Association matters.

Article IV – Management

1. The control and management of the Association shall be vested in the voting membership.
2. The voting membership shall elect the following in accordance with the other provisions of these Bylaws:
 - a) Officers
 - i. President
 - ii. Vice President-President Elect
 - iii. Treasurer
 - iv. Assistant Treasurer-Treasurer Elect
 - v. Secretary
 - vi. Immediate Past President
 - b) Standing Committee Chairs
 - i. Chair for Business Affairs
 - ii. Chair for Communications
 - iii. Chair for Preservation
 - iv. Chair for Preservation Elect
 - v. Chair for Fundraising
 - vi. Chair for Improvements
 - vii. Chair for Membership
 - viii. Chair for Safety
 - c) four (4) Members at Large
2. The membership shall also elect six (6) Preservation Committee members.
3. All officers and chairs shall be elected for one-year terms, but may be nominated and elected to serve additional consecutive or nonconsecutive terms.
4. Members at large and Preservation Committee members shall be elected for two-year terms that alternate years with half elected each year.
5. The elected officers, standing committee chairs and members at large, together with the immediate past president of the Association, shall constitute the Board of Directors who are charged with the day-to-day operation of the Association.
6. The Board of Directors or membership may propose new standing committees and chairs. If the new chair positions are approved by a vote of the membership, the new chair positions may be added to the Board of Directors without an amendment of the Bylaws, up to a total of 20 members of the Board of Directors.
7. No member of the Board of Directors shall receive compensation from the Association for the performance of his or her duties as Board Member.

Article V – Responsibilities of Board Members

1. **The President** shall be the executive officer managing the organization and its finances. The President shall preside at all board and general membership meetings and shall prepare an agenda for each meeting. The President shall appoint vacant board positions, except where membership vote is required as described in Article IX.
2. **The Vice President-President Elect** shall exercise the powers of the President in the President's absence, shall carry out other duties as needed, and shall become President at the end of the President's term of office. Whenever the office of President becomes vacant, the Vice President-President Elect shall automatically become president and shall complete the remaining term of office of President.
3. **The Treasurer** shall be responsible for all funds and securities of the Association. The Treasurer will prepare an annual budget by at least one month before the start of the next fiscal year and shall report monthly to the Board of Directors and quarterly to the membership concerning the financial condition of the Association.
4. **The Assistant Treasurer-Treasurer Elect** shall have powers and duties assigned by the Treasurer and shall become Treasurer at the end of the Treasurer's term of office. 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.
5. **The Secretary** shall attend all meetings of the members and the Board of Directors and the annual meeting. The Secretary shall give notices of meetings as required by these Bylaws or by law, record votes, and keep and distribute minutes. The Secretary shall be the custodian of the Association records.
6. **The Chair for Business Affairs** shall be responsible for acting as a liaison to the businesses in Lafayette Square by facilitating communication and advocating the needs of the businesses.
7. **The Chair for Communications** shall be responsible for promoting and marketing the Association and engaging residents in community participation via digital, print, broadcast and all other media.
8. **The Chair for Preservation** shall be responsible for implementing policies of the Association represented in the Lafayette Square Historic Code (St. Louis City Ordinance #63327 as amended, updated or replaced) as well as the Association and community plans for zoning and development. This Chair shall manage activities of the Preservation Committee which oversees development within the Lafayette Square Historic District.
9. **The Chair for Preservation Elect** shall become Chair at the end of the Chair's term of office. The Chair for Preservation Elect shall automatically become Chair for Preservation if the office of Chair for Preservation becomes vacant and shall complete the remaining term of office of Chair for Preservation. The Chair for Preservation Elect will carry out duties as needed and assigned by Chair for Preservation.
10. **The Chair for Fundraising** shall be responsible for planning, coordinating, and implementing fundraising activities and shall manage the Association's relationships with donors.

11. **The Chair for Improvements** shall be responsible for implementing policies for physical and capital improvements to the community according to the Association's stated goals and community plans.
12. **The Chair for Membership** shall recruit members for the Association, manage dues collection, and develop strategies for membership retention.
13. **The Chair for Safety** shall be responsible for the Association's safety program for residents and businesses.
14. **Members at Large** shall provide representation of community interests, offer insight and guidance to Board policy and actions, and participate in Association activities.

Article VI – Meetings

1. An Annual Meeting for the election of positions, board or other, in the Association 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. Meetings may be held in person or via electronic means or a combination of each.
3. Voting may take place via electronic means at the discretion of the Board of Directors, providing that members are able to verify the identities of voting members. Voting may be by mail for changes to dues and these Bylaws, if deemed appropriate by the Board.
4. A quorum for the transaction of business at any regular or special membership meeting shall consist of twenty-five (25) voting members.
5. Regular meetings of the membership shall be held no less often than quarterly.
6. 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 (e.g., Article XI, paragraph 8) 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 membership to vote on the proposed motion. The President will then take a vote of the Board of Directors as to whether a special session is warranted. A supermajority of two thirds (66.67%) of the board 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 Secretary will publish the emergency motion to the membership by any and all means deemed appropriate by the Board of Directors. No other business other than the vote on the emergency motion may be transacted. The special session may be held at any location inside the boundaries of Lafayette Square.

7. During discussion following a motion, any member of the Association may ask the President to end the discussion and proceed to a vote. The President will call for a vote to end the discussion and

proceed to the vote on the proposed motion. Discussion will end if a majority of members present vote to end the discussion. 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 up to a maximum of 20 total minutes. 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.

8. Meetings of the Board of Directors will be called by the President and shall be held no less often than quarterly.
9. Members of the Board may participate in a Board meeting through teleconference, video or phone. Participation in a board meeting through teleconference, video or phone communication constitutes in-person presence at the meeting as long as:
 - a) all members participating in the meeting are able to hear one another;
 - b) each member can communicate with all other members concurrently;
 - c) members are able to verify that each person participating in the meeting is a Board member.
10. 50% of the Board members shall constitute a quorum to conduct business.
11. If a member of the Board of Directors has three unexcused absences in a year from Board meetings, the member is subject to removal from office as described in Article XV Involuntary Removal without the need for a petition.
12. Meetings will be conducted according to the current edition of "Robert's Rules of Order" unless specified otherwise in these Bylaws.

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.

Article VIII – Nominations and Elections

1. Elected positions of the Association shall be elected to office at the October 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 Association.
3. Nominations for the election held at the Annual Meeting will open during the second membership meeting preceding the Annual Meeting (August if holding monthly meetings) and will close at the

end of the membership meeting immediately preceding the Annual Meeting (September, if holding monthly meetings.)

4. In the event there are no valid nominations for a position according to the timeline above, 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 and must do so at the second membership meeting held preceding the Annual Meeting (August, if holding monthly meetings.)
6. Balloting may be by written secret ballot in the case of contested elections; The Board may allow electronic voting in accordance with Article VI – Meetings.
7. In the election of officers, board members and Preservation Committee members, the candidate receiving a majority (50% + 1 vote) of the votes cast shall be deemed elected to office. When three or more candidates are running for an office and no candidate receives a majority, then the candidate receiving the lowest number of votes will be eliminated and another vote taken. Succeeding ballots will follow the same procedure 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.

Article IX – Vacancies and Special Elections

A special election shall be held to fill vacancies for these positions when no other provision exists in these Bylaws:

- President
- Vice Present-President Elect
- Chair for Preservation
- Chair for Preservation Elect
- Treasurer
- Assistant Treasurer-Treasurer Elect

The Board may establish nominating and balloting provisions for the election as the Board deems appropriate.

Article X – Committees

It shall be the duty of the Board of Directors to establish, oversee and disband committees and subcommittees and their members as needed. The President shall appoint ad hoc committees and task groups and may appoint members of standing committees if needed. The President shall be ex-officio

member of all committees and subgroups. Chairs of standing committees shall appoint members to their committees and subgroups with the exception of Preservation Committee members.

The membership of the Preservation Committee consists of the Chair of Preservation, Chair for Preservation Elect, and six (6) regular members. Preservation Committee members are elected by the membership at the annual meeting, but if a position becomes vacant, the Chair for Preservation may appoint someone to fill the vacancy.

The Treasurer may create a Finance Committee to review the proposed annual 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.

Article XI – Finances

1. It shall be the responsibility of each committee of the Association to prepare an itemized budget for said committee's activity for the next fiscal year.
2. Each committee shall submit its budget to the Treasurer no later than forty-five (45) days prior to the beginning of the next fiscal year.
3. The Treasurer shall review each committee budget and shall make recommendations thereon to the Directors no later than the regular meeting of the Board of Directors immediately preceding the beginning of the next fiscal year.
4. Upon submission by the Treasurer of the various committee budgets and the Treasurer's recommendations, and upon consideration of any other pertinent financial matters, the Board of Directors shall prepare a proposed budget for the Association for the next fiscal year and shall submit same to the general membership for approval no later than the regular general membership meeting in the beginning of the next fiscal year.
5. After approval by the 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 Association unless authorized by the membership.
6. The Board of Directors shall submit to the 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 \$3,000 by a supermajority of three-fourths (75%) vote.
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 \$3,000 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 Association through publication of the motion (as described in Article VI, paragraph 6).

Motions for appropriations in an amount up to \$3,000 may be discussed and voted on at the time of proposal.

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 a budgetary cash reserve to compensate for shortfalls in operating income, should any such shortfalls occur.

Article XII: Indemnification of Officers and Board Members

1. The officers and board members of the Association shall not be personally liable for the debts, obligations or other liabilities of the Association.
2. Each person who is or was an officer or board member of the Association, including the heirs, executors, administrators, or estate of such person, may be indemnified by the Association to the full extent permitted by Missouri law against any liability, judgment, fine, amount paid in settlement costs, and expenses (including attorney fees) incurred as a result of any claim arising out of such person's conduct in his or her capacity as an officer or board member of the Association. This indemnification is not exclusive of any other rights to which a person may be entitled under any other agreement or vote of disinterested board member, and does not limit in any way any right of the Association to make different or further indemnification with respect to any person.
3. The Board may authorize the purchase of insurance on behalf of any officer, board member, employee, or other agent of the Association against any liability which such person may incur, and which arises out of such person's status as an officer, board member, employee, or agent, whether or not the Association would have the power to indemnify that person against the liability under the law.

Article XIII – Subsidiary Entities

The Association may create subsidiary entities with the approval of the Board of Directors and the general membership. Said entities may be formed to further the purposes and aims of the Association. The entities 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 Bylaws 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 60% majority vote of voting members present and voting at a regular membership meeting. Votes may be cast by written ballots or verbal votes at in-person or video meetings of the general membership. Votes on amendments may also be taken by mail. The board shall determine which methods of voting are to be used.

Article XV – Involuntary Removal

Any member of the Association 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. 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 Association shall be on a calendar year basis.

Article XVII – Dissolution and Disposition of Assets

The Association's members shall, upon a two-thirds (2/3) majority vote of the membership, dissolve the Lafayette Square Restoration Committee, dba Lafayette Square Neighborhood Association. The board of directors will determine the distribution of the holdings and assets of the Association to one or more not-for-profit organizations that promote the betterment of St. Louis communities.