



**TOWER GROVE HEIGHTS NEIGHBORHOOD
ASSOCIATION, INC**

BYLAWS

ARTICLE 1 – NAME

The name of the Corporation shall be “Tower Grove Heights Neighborhood Association, Inc” (“Corporation”).

ARTICLE II – BOUNDARIES AND PURPOSES

Section 1: Tower Grove Heights Neighborhood (“Neighborhood”) shall include the area bounded by Grand Boulevard on the East, Arsenal Street on the North, Gustine Avenue on the West and Utah Place on the South, all being within the City of St. Louis, Missouri.

Section 2: The purposes for which the Corporation is formed are set forth in its certificate of incorporation, as may be amended from time to time.

Its purposes are:

- to enhance the lives of people in the area;
- to develop a sense of community pride by being part of and contributing to the Neighborhood;
- to serve as a medium through which Neighborhood residents may participate in decision making that affects the life of the community and its citizens;
- to provide an effective means through which area residents can work together to maintain and improve the living standards, social conditions, and promote the well-being of the residents; and
- to foster and encourage measures conducive to improvement of the area housing stock by strict application of existing zoning regulations.

ARTICLE III – TAX STATUS

The Corporation is organized exclusively for the promotion of charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code. No part of the assets, income or profits of the Corporation is distributable to, or is inured to the benefit of its directors or officers except to the extent permitted under the Not-For-Profit Corporation Laws of the state of Missouri.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in

any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code, or not permitted to be carried on by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets, not so disposed of, shall be disposed of by the Circuit Court of the City of St. Louis exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV – POLICY

Section 1: The Corporation shall not discriminate by its operation or in its membership on the basis of age, race, creed, gender, sexual orientation, gender identity or expression, disability, economic condition or political beliefs.

Section 2: The name of the Corporation or the name of any members in their official capacities shall not be used in connection with a commercial concern, other than real estate marketing or management on a non-profit basis and the name shall not be used for any partisan interest not appropriately related to the promotion of the purposes of the Corporation.

Section 3: The Corporation may cooperate with other organizations and governmental agencies concerned with community development and neighborhood groups, but agents or officers of the Corporation shall make no commitments or agreements that bind or seek to bind the Corporation unless authorized by a resolution of the membership at a duly constituted meeting.

ARTICLE V – MEMBERSHIP

Section 1: Any individual eighteen (18) years or older who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation. Membership is subject to compliance with the provisions of the Corporation Bylaws. Levels of membership are described below.

Regular Member: To be eligible for membership at this level, an individual must reside in and/or own property within the boundaries of the Neighborhood. A Regular Member is entitled to one (1) vote at Corporation meetings and can stand for office, in accordance with the provisions of these bylaws.

Household Member: This level of membership provides for a single annual membership fee to cover multiple people residing in and/or owning the same residence within the Neighborhood. A Household Membership carries a maximum of two (2) votes at Corporation meetings. Any resident or owner of the household aged 18 or older is also eligible to stand for office.

Associate Member: This level is for individuals who have an interest in the Neighborhood but do not meet the requirements to be a Regular Member. An Associate Member may attend Corporation meetings but is not eligible to vote. An Associate Member may serve on or chair a Corporation committee, but may not be an Officer of the Corporation.

Business Member: This level is for local businesses that have an interest in the Neighborhood. A business located in the Neighborhood is entitled to one (1) vote. Business memberships located outside the Neighborhood are not eligible to vote.

Lifetime Member: At this level, an individual may become a member of the Corporation for his or her lifetime. A Lifetime Member must meet the requirements of a Regular Member to be eligible to vote or stand for office.

Lifetime Household Member: This level of membership provides for a single lifetime membership fee to cover multiple people residing in and/or owning the same residence within the Neighborhood. A Lifetime Household Membership carries a maximum of two (2) votes at Corporation meetings. Any resident and/or owner of the household aged 18 or older is also eligible to stand for office.

Lifetime Business Member: This level provides for a business membership for the lifetime of the business. If the business transfers ownership, the membership shall carry over to the new business owner(s). The business must maintain a location within the Neighborhood in order to be eligible to vote.

Section 2: Membership fees are required at each level of membership. All membership fees will be set by the Board prior to each calendar year. With the exception of Lifetime Members and Lifetime Household Members, each membership is renewable annually. Lifetime Membership fee rates are per person, with a single amount covering the lifetime of the member. Lifetime Household Membership fee rates cover all the people residing in or owning the residence, with a single amount covering the lifetime of these people.

Section 3: A list identifying members, their level of membership, and payment of fees shall be maintained by the Membership Secretary for the Corporation.

Section 4: Only members who meet the above requirements for voting rights and are current in membership fees may vote at Corporation meetings (“Voting Member” or “Voting Members”). Voting eligibility for newly-admitted members will commence sixty (60) days following receipt of membership fees. When Corporation meetings are held virtually/remotely (per Article VII, Section 1, below), those attending the virtual meeting may vote remotely, in a manner determined by the Board or meeting Chairperson.

Section 5: The President of the Corporation may bring a motion before the general membership at a regularly scheduled meeting of the Corporation, to revoke the membership of any member who misrepresents or undermines the purposes, policies, or objectives of the Corporation. The affected member shall receive a written notice, listing the reason for the proposed revocation, at least ten (10) days prior to the presentation of the motion. Such a motion to revoke a membership shall be accompanied by a statement giving the facts of the accusation. The member in question will have opportunity to represent himself or herself in the discussion after the motion has been presented. Membership will be revoked if two thirds (2/3) of Voting Members in attendance vote in favor of the motion. Restoration of membership in the Corporation may be reconsidered after six (6) months, by reapplication in writing to the President of the Corporation. Final approval to restore membership must be approved at a general meeting of the Corporation by two thirds (2/3) of Voting Members in attendance.

ARTICLE VI – PRINCIPAL OFFICE

The Board will establish the location of the principal office of the Corporation. The Board may also establish other offices as needed. The location of any such office is at the Board’s discretion but must be located either in the Neighborhood or within its reasonable proximity.

ARTICLE VII – MEETINGS OF MEMBERS

Section 1: Regular meetings of the members shall be held when called, in a manner prescribed by law, or as listed in the Bylaws of the Corporation. They shall take place at least six (6) times annually, two (2) of which being held in October and November, in accordance with Article IX, Election of Officers. Meetings will be held at the principal office of the Corporation or another location in the Neighborhood or within reasonable proximity to the Neighborhood. When necessary due to a health crisis, national emergency, or other similar circumstance, meetings may be held virtually/remotely.

Section 2: Additional meetings of the members may be called at any time by the President, or in the absence of the President, by the President-Elect, or by any two Officers, or by not less than one-fifth (1/5) of total Voting Members. Notice for additional meetings of the members shall be in accordance with Section 3 of this Article.

Section 3: *Notice of Meetings:* Notice for each meeting of the members that requires action by the members shall be communicated at least 48 hours in advance of the meeting by posting in a place or format clearly visible. Notice shall include the purposes for which the meeting is called and the date, time and location where it is to be held, or the necessary information to participate in a virtual/remote meeting. If the Board has established and announced a regular schedule of meetings, and the purposes have not changed, no further notification is required. No vote of the membership shall take place at Regular or Additional meetings on any matter that is not included in the purposes stated in the notice.

Section 4: A quorum, for all purposes at any meeting of the members, shall consist of a minimum of ten (10) Voting Members.

Section 5: The President of the Corporation shall chair each meeting of the members. In the absence of the President, the President-Elect shall chair the meeting. In the absence of both the President and the President-Elect, a chairperson shall be chosen by the Board Members present.

Section 6: Each Voting Member shall be entitled to vote either in person or by proxy. All voting shall be viva voce unless a vote by ballot is requested by at least two (2) Voting Members at that meeting. If the votes are to be cast by ballot, the Chairperson of such meeting shall appoint not less than two (2) persons, who are not Board Members, to receive, count and certify in writing to the Chairperson, the results of votes cast at such meeting. When a meeting and vote are conducted virtually/remotely, a manner of counting and certifying the votes shall be determined by the Board or by the Chairperson of such meeting.

Section 7: Every proxy vote must be in writing, signed by the member or by his/her duly authorized legal representative, and must be filed with the Secretary of the Corporation at or before the meeting, at which the same will be used, is called to order. Unless so signed and filed, it cannot be used at such meeting. No proxy shall be valid after the expiration of the meeting at which the proxy was to be used. When a meeting and vote are conducted virtually/remotely, anyone wishing to do a proxy vote shall notify a Board Member as instructed in the meeting notice, and that or another Board Member will provide instructions for how (using a manner determined by one or more Board members) to do a remote proxy vote.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1: The Board of Directors (“Board”) shall consist of the following: five (5) elected Officers, (President, President-Elect, Treasurer, Secretary, and Membership Secretary), the immediate Past-President and Committee Chairpersons. The Officers shall have a right to one (1) vote each and there shall be no proxy votes. Other members of the Board serve in an advisory capacity only. All members of the Board must be and remain members of the Corporation in good standing. When it is necessary to hold a Board Meeting virtually/remotely, voting may still be conducted and shall still be recorded in the Minutes of that Meeting. When it is necessary to vote on a matter in between Board Meetings, votes may be conducted remotely by electronic mail (email) or via another manner determined by the Board; when this happens, the vote will be verbally noted at the next Board Meeting and recorded in the Minutes of such meeting.

Section 2: The elected term of the President, President-Elect, Treasurer, Secretary, and Membership Secretary will be one (1) year. No Corporation member shall hold more than one (1) office of the Board during a single term. All officers are eligible to stand for re-election with the exception of the President and President-Elect. An eligible member, who was formerly President, may stand for election to the Board after completion of her/his term as Past-President.

Section 3: The duties and responsibilities of the Board will be to manage the affairs and assets of the Corporation and, subject to Section 4, make policy and oversee the activities of the Corporation.

Section 4: *Duties of the Officers:*

The President is the main administrative officer and will preside at meetings of the members and of the Board. The President will represent the Corporation to the community through correspondence and attendance at city functions and public hearings. The President shall be a member ex officio of all committees. After a one-year term, the President becomes the Past-President.

The President or President-Elect plans the agenda for meetings of the membership. The President-Elect shall assume the duties of President in the President's absence. After one term, the President-Elect automatically becomes President of the Corporation.

The Treasurer is responsible for the funds of the Corporation and shall maintain accurate and complete financial records, file income tax returns, disburse payments, and provide financial reports as needed. The Treasurer shall report on the previous year's finances to the membership at the first meeting each New Year and submit monthly financial reports at Board meetings.

The Secretary records the minutes of meetings of the Corporation and the Board. The Secretary maintains copies of the minutes of committee meetings.

The Membership Secretary maintains a current membership list and will assume the responsibilities of the Secretary in her/his absence.

Section 4: Meetings of the Board shall be monthly at a time and place mutually convenient to the members of the Board. Special meetings may be requested by any member of the Board and held at the discretion of the President. Meetings may be held virtually/remotely when necessary due to a health crisis, national emergency, or other similar circumstance.

Section 5: In the event of a vacancy for an Officer, the Board shall appoint a Voting Member to fill the unexpired term.

ARTICLE IX – ELECTION OF OFFICERS

Nominations for the Officers of the Corporation will be made at the October Regular Meeting. Nominations may be sent in writing, in advance, to the President or be put forward at the meetings. Any Voting Member may nominate another Voting Member or self-nominate. Elections for the Officers will take place at the November Regular Meeting of the members. The manner of election will be determined and conducted by the President; when necessary, such election may be virtual/remote as described under Article V, Section 4. Any Voting Member may vote by proxy as described under Article VII, Section 7.

ARTICLE X – COMMITTEES

Section 1: Committees, either standing or ad-hoc, may be created by the Board to promote the purposes of the Corporation. In accordance with Article XI (*Finance*), Section 2, a standing auditing committee must be established.

Section 2: Committee members must be members of the Corporation. No member shall chair more than one standing committee; however, members may serve on as many committees as they wish. The Chairperson will be appointed by the membership of the committee. The term of a Chairperson is one (1) year. A Chairperson of a committee can be reappointed as Chairperson after completing a one-year term. Chairpersons of committees will present plans of proposed work and budgets, where appropriate, for approval by the Board. No work shall be undertaken, nor funds allocated, except as approved by the Board. Minutes of each committee meeting shall be presented to the Secretary of the Corporation.

ARTICLE XI – FINANCE

Section 1: The fiscal year of the Corporation shall coincide with the calendar year. Any financial disbursement on behalf of the Corporation must be made and documented by the Treasurer (or by another Board Member in the Treasurer's absence). Any unbudgeted expenditure in excess of \$100.00 must be approved by the Board at a regular Board meeting or in written electronic communication. The Board will be responsible for setting any policy for raising funds to meet the needs of the Corporation.

Section 2: A standing Auditing Committee shall be established composed of one (1) member of the Board and one (1) member-at-large who shall be appointed by the membership at the January Regular Meeting. The Auditing Committee will audit the Treasurer's books within ninety (90) days following the end of the fiscal year, and/or at any time the Board deems necessary.

ARTICLE XII – AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) majority vote of Voting Members attending or voting by proxy at a meeting of the Corporation, provided such amendment has been submitted in writing at the previous meeting of the members. Such amendment may be submitted, and/or the vote to approve the amendment may be conducted, in a manner determined by the Board or meeting Chairperson at a virtual/remote meeting of the Corporation, when one is held.