

Bylaws of
MARINE VILLA IMPROVEMENT ASSOCIATION

Implemented April 28,2008

ARTICLE I: Name

The name of the corporation is Marine Villa Improvement Association.

ARTICLE II: Benefit Type

This Corporation is a Public Benefit corporation.

ARTICLE III: Period of Duration

The period of duration of the Corporation is Perpetual.

ARTICLE IV: Registered Agent and Registered Office

The name and street address of the Registered Agent and Registered Office in Missouri is:

Registered Agent: Mike Ferguson

Registered Office: 3512 Missouri Ave,
St. Louis, MO, 63118

ARTICLE V: Incorporators

The name(s) and address(es) of each incorporator are as follows:

Craig Schmid
2212 Winnebago
St. Louis, MO, 63118

ARTICLE VI: 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 Corporation is organized exclusively for charitable purposes to be carried out within,

or benefiting the residents of, the Marine Villa Neighborhood, which is bounded by Cherokee Street on the north, Meramec Street on the South, Jefferson Street on the west and the Mississippi River on the east (Note: The property is located on only one side of the boundary streets), all being within the City of St. Louis, MO.

Specifically, such charitable purposes shall include:

- To insure families are linked to community resources to nurture and empower families to form healthy relationships with family members, neighbors, and community;
- Creating a comprehensive community system to protect all residents and promote healthy families; and promoting a safe environment for all members of the community
- Forging new partnerships among families, community residents, schools, churches, businesses, service agencies and community organizations, which share the responsibility for residents' safety.
- To encourage the continued renewal and redevelopment of the Marine Villa neighborhood of the City of St. Louis, Missouri, by promoting the advantages of this neighborhood as a place for people to live and work.

Included also among such purposes is the making of distributions to corporations that qualify as exempt corporations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The purposes of the Corporation are promoted through a program directed toward exempt corporations, the residents, landlords, and business persons in the community, and are developed through conferences, committees, projects and programs, and are governed and qualified by the basic policies set forth in the Corporation bylaws.

The purposes shall specifically include:

- Raising funds for distribution to other charitable tax-exempt organizations that promote neighborhood redevelopment and renewal, promote youth services, reduce crime, promote diversity and cultural education, supply funds, goods and services directly to the underprivileged, and promote the safety of children;
- Providing liaison between neighborhood residents and local law enforcement and government officials regarding complaints of any nature, so as to improve communications and response and build stronger partnerships among all entities;
- Organizing neighborhood volunteers for activities, such as weed and seed programs, community building processes, and neighborhood celebrations;
- Sponsoring neighborhood meetings and youth activities to build a stronger sense of ownership and empowerment in the community by all residents;
- Publishing a newsletter to communicate with local residents and other interested parties.

The foregoing enumeration of purposes will not be held to limit or restrict in any manner the powers and purposes of the corporation. The purposes for which the Corporation is formed are set forth in its certificate of incorporation, and are from time to time amended.

ARTICLE VII: Effective Date

The effective date of this document is the date it is adopted by the Association.

ARTICLE VIII: Fiscal Year

The fiscal year begins on January first and ends on December 31.

ARTICLE IX: Distribution of Assets on Dissolution/Dissolution Clause

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations then qualified under section 501 (c) (3) of the Code (or the corresponding provision of any future United States internal revenue law) selected by the Board of Directors of the Corporation.

Any such assets not so disposed of will be disposed of by the Circuit Court of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court will determine, which are organized and operated exclusively for such non-profit and exempt purposes.

ARTICLE X: Specific Activities

Inurement of Income

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered.

Legislative or Political Activities

No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Operational Limitations

Notwithstanding any other provision of these articles, the Corporation will not carry on

any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

The Corporation will have and exercise all powers, now or hereafter authorized under the General Not For Profit Corporation Law of the State of Missouri, necessary or convenient to effect its stated purposes and to carry out its activities in furtherance of its non-profit and exempt purposes.

The Corporation will not have or issue shares of stock nor will it pay any dividends nor will any part of the corporation's income or property be distributable to its members (if any), directors or officers, provided, however, that the corporation may pay compensation in a reasonable amount to its members (if any), directors or officers for services rendered.

Without limiting the foregoing statement of powers, the corporation will have the power to receive, accept, hold, invest, reinvest and administer gifts, legacies, bequests, devises, the proceeds and benefits of trusts, and real and personal property of every kind and description, without limitation as to amount or value, and to use, lend, apply, employ, expend, and disburse the income and all or so much as may be necessary of the principal thereof for the corporation purposes herein set forth.

Notwithstanding this or any other provision of these Articles, the corporation will not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the IRS, or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the IRS.

Compensation

No member of the Association shall receive any compensation for his or her service to the Association. However, the Association may, from time to time, authorize that Officers be reimbursed for actual out-of-pocket expenses incurred on behalf of and at the direction of the Association.

ARTICLE XI: Basic Policies

Section 1. The Corporation will be non-commercial, non-sectarian, and non-partisan.

Section 2. The name of the Corporation or the name of any members in their official capacities will not be used in any connection with a commercial concern or with any partisan interest for any purpose not appropriately related to the promotion of the objects of the Corporation.

Section 3. The Corporation may cooperate with other exempt corporations and agencies concerned with community development and neighborhood groups but persons representing the Corporation in such matters will make no commitments that bind the Corporation unless authorized by a resolution of the Board of Directors.

ARTICLE XII: Membership And Dues

Section 1. Any person aged 18 and over residing or owning residential property within the area embraced by this association and who subscribes to the purpose of the Marine Villa Improvement Association and pays dues set by the association is qualified for membership.

Section 2. Business property owners or business proprietors operating within the boundaries are eligible for membership but may not hold office.

Section 3. Honorary membership shall be awarded to individuals outside of the community in recognition of their service or aid in achieving goals of the Association. This would not confer any voting rights or obligation for any payment of dues.

Section 4. Participation is permitted without regard to sex, race, color, creed, national origin or sexual preference.

Section 5. Only members in good standing of the Corporation will be eligible to participate in its meetings, or serve in any of its elective or appointive positions.

Section 6. The Secretary and the Corresponding Secretary of the Corporation will maintain a membership list. Persons on this list will be considered members in good standing.

Section 7. Each member of the Corporation will pay a fee for a one-year membership according to the following membership status:

- \$10.00 Resident (one vote)
- \$18.00 Resident household (two votes)
- \$20.00 neighborhood business (zero votes)
- \$10.00 Friend of Marine Villa Improvement Association (zero votes)

Section 8. Dues are due in January. New members joining after January pay the yearly due rate regardless of when in the year they join.

Section 9. Any member being delinquent in payment of dues for a period of three months will be automatically suspended and is not considered to be a member in good standing. Reinstatement will be made upon receipt of such dues.

Section 10. New members will be non-voting members for a period of 30 days following the date of admission to the Corporation.

Section 11. Expulsion of members for misconduct

The President of the Corporation will, upon agreement of 2/3 of the Directors of the Corporation, bring a motion before the general membership at a regularly scheduled meeting attended by a least 10 voting members to expel any member who acts in a way as to seriously misrepresent or undermine the objectives of the Corporation. Acts that seriously misrepresent or undermine the Corporation include, but are not limited to:

- 1) Unauthorized use of the Corporation seal;
- 2) Falsely holding oneself out as a Corporation representative;
- 3) Chronic, excessive or violent action that deters Association business; or
- 4) Intentionally binding the Corporation to unauthorized financial transactions.

Such a motion to expel the member will be accompanied by an affidavit stating the facts of misconduct and signed by a member with knowledge of the facts. The member against whom disciplinary action is sought is entitled to written notice of the motion and reason for the proposed expulsion at least 10 days prior to the general meeting at which the motion will be made. The member in question will have the opportunity to represent him/herself in the discussion should he/she desire. Failure of the member in question to appear or reply will not defer action from being taken. Upon the vote of 2/3 of the voting members attending the meeting in favor of expelling a member, such member will be expelled until a vote at a general meeting in favor of readmitting the expelled member. A motion to readmit an expelled member may come from any voting member in attendance at any general meeting of the membership. An expelled member will not be readmitted without the proper motion and vote.

Article XIII: Officers And Their Election

Section 1. The officers of the Corporation will consist of a President, Vice-President, Corresponding Secretary, Recording Secretary, Treasurer and Sergeant at Arms.

Section 2. No person shall hold more than one office at a time.

Section 3. Officers will be elected bi-annually by ballot during the Corporation's last regular meeting of the calendar year. Officers will assume their official duties at the first meeting following the elections and will serve a term of two years.

Section 4. Nominations will be made from the floor by members in good standing at the general meeting prior to the last regular meeting of the calendar year. Nominations may also be made in writing to the President for a period of 10 days following adjournment of this meeting. No second will be required for a nomination.

Section 5. At least 10 days prior to the election meeting, the Board of Directors will notify all association members of the list of nominations for each position to be elected.

Section 6. In the event that no candidate is nominated, it is the duty of the President to select a nominating committee. It will be the duty of the nominating committee to nominate candidates for the elected offices.

Section 7. The President will appoint a member to conduct the election. This member will select assistants if necessary to assist in the election. No assistant may be listed as a candidate. A ballot will be given to all qualified members present and wishing to vote. The ballot will list all offices to be filled and nominees for such offices. A speech by each candidate will be allowed. No speech will be more than 3 minutes in length. Upon completion of the speeches and a reasonable time to vote, the ballots will be collected by those assigned and counted. Any member may witness the counting of the ballots. The candidate receiving a majority of votes cast will be elected. In the event that no member receives a majority, the members will vote again between the two candidates who receive the highest number of votes.

Section 8. In the event of a vacancy or no candidacy occurring in any office, other than the President, the remainder of that term of office will be served by a person elected by a majority vote of the remaining Board members. If the office of President becomes vacant the Vice-President will serve.

Section 9. A person will not be eligible to serve more than 2 consecutive terms in the same office.

Article XIV: Duties of Officers

Section 1. President: The President will preside at all meetings of the Corporation and of the Board of Directors at which he/she may be present; will perform such other duties as may be prescribed in these bylaws or assigned to him/her by the Corporation or by the Board of Directors. He/she will coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.

Section 2. Vice-President: The Vice-President will act as an aid to the President and perform the duties of the President in the absence or disability of that officer to act.

Section 3. Recording Secretary: The Recording Secretary will record the minutes of all meetings of the Corporation and of the Board of Directors, will maintain a membership list and will perform such other duties as may be delegated to the office. The Recording Secretary will also keep all Association records including but not limited to voting records and financial records.

Section 4. Corresponding Secretary: The Corresponding Secretary will be the custodian of all records and handle all correspondence, notice of meetings and will perform such other duties as may be delegated to the office.

Section 5. Treasurer: The Treasurer will have custody of all the funds of the Corporation; will keep a full and accurate account of receipts and expenditures; and will make disbursements as authorized by the Corporation's Board of Directors. The Treasurer will be responsible for the maintenance of the financial records of the Corporation as conforming to the bylaws of the Corporation. Disbursements (of Corporation funds) will be performed by the Treasurer or the President in the absence of the Treasurer. Both the Treasurer and President, who are authorized to make disbursements of the Corporation's funds, will sign any Disbursements in excess of \$200.00.

Section 6. Sergeant in Arms: The Sergeant in Arms will be in charge of collecting all membership signatures of attendees at all scheduled meetings and will serve as crowd control for safety at all membership body meetings.

Section 7. All officers will:

- A. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these bylaws and those assigned from time to time.
- B. Deliver to their successors all official material no later than 10 days following the election of their successors.

Article XV: Board Of Directors

Section 1. The Board of Directors will consist of the Officers of the Corporation, the Chairperson of the standing committees, and the past President. The Chairperson of a standing committee will be selected by the officers of the corporation. The members of the Board of Directors will serve until the election and qualification of their successors. Each member will have one vote regardless of number of positions held on the board.

Section 2. Non-resident property owners shall make up no more than half of The Board of Directors.

Section 3. The duties of the Board of Directors will be:

- A. To transact necessary business in the intervals between general meetings of the Corporation and such business as may be referred to it by the Corporation.
- B. To approve the plans of work and budget of the standing committees.
- C. To present a report at the general meetings of the Corporation.

Section 4. Regular meetings of the Board of Directors will be held at least once every 3

months during the year. A majority of the Board will constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

Section 5. Disqualification of Board members. Should either of the following two circumstances occur, any director may ask that consideration of dismissal of a director from the Board of Directors be placed on the agenda of the next meeting of the Board:

A. Board member is absent without prior notice from at least 3 meetings of the Board of Directors.

B. Board member acts in a way to seriously misrepresent or undermine the objectives of the Corporation.

Section 6. The director in question will have the opportunity to represent him/herself should s/he desire. Any dismissal must be approved by 2/3 of the Board of Directors at the meeting during which the dismissal is discussed.

Section 7. Resignation: A director may resign from the Board of Directors upon written notice to the President of the Corporation at his/her address as given in the records of the Corporation.

Article XVI: Meetings

Section 1. General membership meetings of the Corporation will be held at least once every 4 months at a place and time decided by the Board of Directors.

Section 2. Special meetings may be called by the Board of Directors, provided that at least 5 days notice has been given to the members of the Corporation.

Section 3. Notice of all meetings will be made in the form of email. Members who would like to receive meeting notices by standard mail can submit a written request to the Corresponding Secretary.

Section 3. The presence of a minimum of fifteen (15) members in good standing and a minimum of three (3) officers shall constitute a quorum for the purpose of transacting any business at any meeting of the Association.

Article XVII: Standing And Special Committees

Section 1. The standing committees of the Corporation will consist of the following:

A: Finance

B: Marketing

C: Beautification

Section 2. The Board of Directors may create such additional standing or special committees as it deems necessary to promote the purposes and carry on the work of the Corporation. The term of each Chairperson will be 2 years, concurrent with that of the elected officers of the Board of Directors and until the election and qualification of his/her successor.

Section 3. Nominations for each position will be accepted from the general membership and voted on by newly elected officers of the Board.

Section 4. The Chairperson of each standing committee will present a plan of work to the Board of Directors for approval. No committee work will be undertaken without the consent of the Board of Directors.

Section 5. The power to form special committees and appoint their Chairpersons rests with the President after consultation with the Board of Directors.

Section 6. Each committee Chairperson will select his/her own committee members or request the President to appoint the member.

Section 7. The President will be a member Ex-Officio of all committees except the nominating committee.

Article XVIII: Amendments

Section 1. Any member in good standing may at any time propose amendments to these Bylaws. All proposed amendments must be in writing and be submitted to the board of directors for action thereon. The Board must report to the members at a regular meeting of the Corporation within sixty (60) days from the date when such amendment is referred to it.

Section 2. All amendments to these Bylaws must be ratified by a two-thirds vote of all members present at a regular meeting of the Corporation announced for that purpose, and noticed in the meeting's agenda. Until such ratification, such amendments shall have no force or effect.

Section 3. All amendments shall become operative immediately following such ratification unless otherwise specifically provided.

Article XIX: Conflict of Interest Policy

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt corporation's (Corporation) interest when it is contemplating entering into a transaction or arrangement

that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

A. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement,
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement, or
- d) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

A. Has received a copy of the conflicts of interest policy,

B. Has read and understands the policy,

C. Has agreed to comply with the policy, and

D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction..

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XX: Parliamentary Authority

Section 1. Roberts Rules of Order Revised shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Section 2. The above bylaws are hereby adopted and made immediately effective by affirmative vote by the undersigned directors this _____ day of _____, 2008

ARTICLE XXI: Liability and Indemnification

Section 1: Liability of Officers.

The officers of the Association shall not be personally liable for the debts, obligations or other liabilities of the Association.

Section 2: Indemnification.

The Officers may authorize the Association to indemnify any person who was or is threatened to be made a party to any civil or criminal legal action by reason of the fact that he or she is or was an officer, members and/or agent of the Association or is or was serving, at the request of the officers, in some capacity on its behalf.

Such indemnification may cover expenses, judgments, fines and/or amounts paid in settlement of claims, as well as amounts actually and reasonably incurred in the defense of such legal action.

However, the Association shall not indemnify any person who did not act in good faith, acted objectively unreasonably, or whose action constituted intentional misconduct.

No officer, member or director may vote on the issue of indemnification as to his or her own conduct.