

**Amended and Restated Bylaws of  
Hyde Park Neighborhood Association of North St. Louis, Inc.  
August 26, 2023**

**Article I: Name, Office, and Registered Agent**

**Section 1. Name.** The name of the corporation is Hyde Park Neighborhood Association of North St. Louis, Inc., a Missouri nonprofit corporation (the “**Corporation**”). The Corporation is organized pursuant to the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes (the “**Statute**”).

**Section 2. Principal Office.** The principal office of the Corporation is in the City of St. Louis, Missouri, at such location as the Board of Directors may establish from time to time.

**Section 3. Registered Office and Agent.** The Corporation shall have and continuously maintain a registered office and agent in Missouri in accordance with the requirements of the Statute.

**Article II: Geographic Area and Purpose**

**Section 1. Boundaries.** The “**Hyde Park Neighborhood**” means the following area: Ferry Street on the North, Interstate Highway 70 (I-70) on the East, Palm Street and Natural Bridge Avenue, on the South, and Glasgow Avenue to North Florissant Avenue on the West.

**Section 2. Purpose.** The purposes for which the Corporation is formed are as described in the Corporation’s Articles of Incorporation, as amended from time to time (the “**AOI**”). These purposes are exclusive to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation is a local housing corporation (as defined in Section 441.500(9) RSMo) that promotes housing development and conservation within Hyde Park Neighborhood in the City of St. Louis and is a neighborhood organization providing for the enhancement of housing opportunities and the preservation and protection of residential and community property values in the Hyde Park Neighborhood (as defined in Sections 32.105, 82.1027, and 447.620(5) RSMo). Without limiting the generality of the foregoing, the Corporation is organized to operate consistent with the vision statement attached hereto at **Schedule A**.

**Article III: Members**

**Section 1. Member Qualifications.** The Corporation has “members” as described in the Statute and as defined in Article III, Section 2 hereof. Membership in the Corporation is open to (i) any real person 18 years of age or older residing in the Hyde Park Neighborhood; (ii) any real person owning or renting residential real property in the Hyde Park Neighborhood; or (iii) any individual or business entity who has entered into or intends to enter into a transaction with the Corporation, with the express consent of, or invitation by, the Corporation. No single real person may hold or otherwise benefit from more than one membership.

**Section 2. Member Status.** A “**Member**” of the Corporation is an individual or business entity who (i) meets the qualifications set out in Article III, Section 1 hereof and (ii) has entered his, her, or its information on the membership sign-in sheet available at any General Membership Meeting (the “**Membership Sign-in**”). Any such Member shall remain a Member until the next Annual Membership Meeting (as defined in Article IV, Section 1 below) of the Corporation, at which Annual Membership Meeting any Member may reaffirm his, her, or its membership by entering his, her, or its information on the Membership Sign-in. Any Member who fails to reaffirm his, her, or its membership during the Annual Membership Meeting shall automatically forfeit his, her, or its membership and shall no longer be a Member. A Member who has forfeited his, her, or its membership may regain membership by entering his, her, or its information on the Membership Sign-in at any subsequent General Membership Meeting. A Member may resign membership at any time by providing written notice to the Chair or Secretary of the Corporation.

**Section 3. Dues.** Except as noted specifically below, the Corporation does not have a mandatory dues requirement, although it encourages Members to make voluntary contributions to support the work of the Corporation. The Board of Directors may establish a voluntary dues amount and may adjust such amount from time to time. The Board of Directors may, at its discretion, (i) establish a requirement that Directors of the Corporation shall be obligated to pay mandatory dues, and (ii) establish a requirement that an individual or business entity who is a member pursuant exclusively to Article III, Section 1, subparagraph (iii) hereof shall be obligated to pay mandatory dues. As of the date hereof, the Board of Directors agrees that Directors of the Corporation shall be obligated to pay mandatory dues of \$50 per year.

**Section 4. Voting.** Each Member has one vote. Members may elect Directors and Officers as described in Article V hereof and may vote on any other matter required or permitted to be voted on by Members pursuant to these Bylaws or the Board of Directors.

**Section 5. Compensation.** No Member may receive compensation for service as a Member, Director, or Officer; however, Members may request to be reimbursed for actual out-of-pocket expenses that were previously approved or authorized in writing by an Officer or Director of the Corporation and incurred on behalf of the Corporation.

#### **Article IV: Member Meetings**

**Section 1. General Membership Meetings.** Unless changed by the Board of Directors in accordance with Article IV, Section 2 hereof, the Corporation shall hold meetings of the Members the third week of each month on Saturdays (each, a “**General Membership Meeting**”). At the first General Membership Meeting of the calendar year (the “**Annual Membership Meeting**”), the Board of Directors shall make available to the Members a list of the General Membership Meeting dates, times, and locations for the calendar year to and including the next Annual Membership Meeting (the “**Member Meeting Schedule**”).

**Section 2. Changes to Schedule.** The Board of Directors may set a General Membership Meeting on a date other than the date set forth in Article IV, Section 1 above, or subsequently change the Member Meeting Schedule only if it (i) has good cause for doing so (including, but not limited to, a meeting falling on a holiday), and (ii) provides at least seven days’ notice of such change to the Members. Notwithstanding the immediately preceding sentence, the Board of Directors may cancel any meeting of the Members with less than seven days’ notice if the cancellation is due to inclement weather, natural disaster, or similar events that would make meeting impracticable.

**Section 3. Special Meetings.** A special meeting of the Members (“**Special Membership Meeting**”) may be called by (i) the Chair if the Chair receives a written request for a **Special Membership Meeting** signed by at least 5% of the Members, or (ii) the Board of Directors.

**Section 4. Manner of Acting.** Except as otherwise required by law or these Bylaws, the vote of the majority of Members present at a meeting at which a quorum is present is the act of the Members. Nothing in these Bylaws prohibits or limits Members from taking action by written consent or written ballot in accordance with the Statute.

**Section 5. Notice of Member Meetings.** For General Membership Meetings described in this Article IV, no additional notice is required except in the case of a General Membership Meeting at which Members will be asked to approve a transaction specified in Chapter 355.251.3(2) of the Statute (each, an “**Extraordinary Transaction**”). However, the Board of Directors shall make reasonable efforts to provide reminders of General Membership Meetings to the Members by, for example, posting the Member Meeting Schedule on the Corporation’s website or a social media platform, distributing printed flyers or newsletters, sending out email blasts to Members, or placing yard signs in the Hyde Park Neighborhood.

For (i) any General Membership Meeting at which Members will be asked to approve an Extraordinary Transaction, (ii) any General Membership meeting described in Article IV, Section 2, and (iii) any Special Meeting of the Members, the Secretary shall provide at least ten (but not more than 60) days’ notice to the

Members, and such notice must include the date, time, place, and purpose of that meeting. Such notice may be given in person, by phone, by electronic or social media, or by postings or signage displayed in several prominent places in the neighborhood. Oral notice is effective when given, and written notice is effective the earlier of (i) when it is received, (ii) five days after its deposit in the United States mail if mailed correctly addressed and with first-class postage affixed, or (iii) the date shown on the return receipt if sent by certified mail.

Attendance at any meeting without objection to the notice provided (or lack of notice) constitutes waiver of notice.

**Section 6. Quorum.** At any meeting of the Members for which the Members received notice describing the purpose of the meeting, 10% of the Members constitutes a quorum. At any meeting of the Members for which the Members did not receive notice describing the purpose of the meeting (e.g., because no such notice was required), one-third of the Members constitutes a quorum.

**Section 7. Proxy Voting.** A Member may appoint a proxy to vote for the Member by following the procedure set out in Section 355.291 of the Statute.

### **Article V: Board of Directors**

**Section 1. Powers.** The Corporation has a board of directors (each, a “*Director*,” and collectively, the “*Board of Directors*”) that manages and controls the business, property, and affairs of the Corporation and may exercise all powers, rights, and privileges of the Corporation and do all acts that may be done by the Corporation that are not otherwise expressly prohibited by law, the AOI, or these Bylaws. On behalf of the Corporation, the Board of Directors may accept or reject any funds, securities, or real or personal property or services offered, granted, or donated to the Corporation by any person or entity (including, without limitation, any governmental authority or public or private agency).

**Section 2. Number and Qualifications.** The Board of Directors shall be composed of at least three and no more than five Members. For the duration of a Director’s term, a Director who was a Member at the time of his or her election is deemed to have reaffirmed his or her membership status during any Annual Membership Meeting occurring during their term (as referenced in Article III, Section 2).

**Section 3. Term of Office.** Directors’ terms shall be staggered so that approximately half the number of Directors will end their terms in any given year.

A Director may serve up to seven terms in succession; at the end of seven successive terms, the Director is ineligible for election to the Board of Directors until at least two years following the end of his or her last term. A Director may serve an unlimited total number of terms.

Despite the expiration of a Director’s term, any such Director shall continue to serve until his or her successor is elected or until there is a decrease in the number of Directors.

**Section 4. Procedure for Election of Directors and Officers.**

a. No later than the General Membership Meeting immediately preceding the Annual Membership Meeting, the Chair shall appoint a nominating committee to place names of nominees on the ballot to replace the Directors and Officers whose terms will expire at the next Annual Membership Meeting or to fill a vacancy. Any Member may ask the nominating committee to place his or her name on the ballot and the nominating committee must comply with that request. The nominating committee may also add its own nominees to the list, provided that such nominees are Members. The nominating committee must read the

list of the names on the ballot, and any Member may place her or his name on the ballot, at the last General Membership Meeting before the Annual Meeting.

b. The following shall constitute the “Voting Procedure” for the election of Directors and Officers: at the Annual Membership Meeting (i) the Members shall elect the Directors and Officers through a vote by secret written ballot; and (ii) the Chair shall appoint a committee (or one or more persons), no member of which may be a nominee, to count the ballots and report the results prior to the conclusion of the Annual Membership Meeting. (Secretary expires Jan. 2024, Treasurer, 2025, Chair 2026 and every three years thereafter)

**Section 5. Vacancies.** All vacancies occurring among the Board of Directors shall be filled by the Members at the first General Membership Meeting after a vacancy occurs. Any Member may nominate himself or herself to fill the vacancy and the Board of Directors may also nominate any Member to fill the vacancy. The vacancy shall be filled pursuant to the Voting Procedure.

Until such vacancy is filled as described in this Section 5, the Board of Directors may appoint a Member to serve as an interim Director in the vacant Director position.

**Section 6. Removal and Resignation.** The HPNA Board of Directors may, with or without cause, remove one or more Directors by a two-thirds vote of the Members at any Membership Meeting.

**Section 7. Board of Directors Meetings.** The Corporation shall hold periodic regular meetings of the Board of Directors (each, a “**Board Meeting**” “**Community Meeting**”) as determined by the Board of Directors. At the Annual Membership Meeting, the Board of Directors shall provide to the Members a schedule of the regular Board Meeting dates, times, and locations (the “**Board Meeting Schedule**”) for the calendar year. No additional notice of the Board Meeting Schedule is required. The Chair or any two Directors may change the Board Meeting Schedule, provided that any proposed change shall not be effective unless the Chair or such Directors, as applicable, shall have provided to the Directors at least two days’ notice of the change in the Schedule; and provided further, however, the Chair or any two Directors may cancel any Board Meeting with less than two days’ notice if the cancellation is due to inclement weather, natural disaster, or similar events that would make meeting impracticable.

**Section 8. Special Meetings.** The Chair or any two Directors may call a special meeting of the Board of Directors.

**Section 9. Manner of Acting.** Except as otherwise required by law or these Bylaws, the vote of the majority of Directors present at any Board Meeting at which a quorum is present is an act of the Board of Directors.

**Section 10. Notice of Meetings.** The Corporation shall provide notice of the Board Meetings to the Directors at the Annual Meeting, and no additional notice is required. However, the Secretary shall make reasonable efforts to provide reminders of the Board Meetings by, for example, posting the Board Meeting Schedule on the Corporation’s website or a social media platform, making phone calls, sending texts, or sending emails.

For any special meeting of the Board of Directors, the Secretary shall provide at least three days’ notice to the Directors, and the notice must include the date, time, place, and purpose of the meeting. The notice may be given in person, by phone, or by first-class or certified mail (return receipt requested) to the most recent phone number or address provided by the Director to the Corporation. Oral notice is effective when given, and written notice is effective the earlier of (i) when it is received, (ii) five days after its deposit in the United

States mail if correctly addressed and mailed with first-class postage affixed, or (iii) the date shown on the return receipt if sent by certified mail.

Attendance at any meeting without objection to the notice (or lack of notice) provided constitutes waiver of notice.

**Section 11. Quorum.** A majority of the Directors then in office constitutes a quorum at any meeting of the Board of Directors.

**Section 12. Electronic Meetings.** Any Board Meeting may be held through any electronic communication means so long as each Director is able to hear each other participating; such participation constitutes attendance at that Board Meeting.

**Section 13. Written Consent.** Any action that may be authorized or taken at a Board meeting may be taken without a Board Meeting if authorized or made by the unanimous written consent of all the Directors eligible to vote at the time. All such written consents must be filed with the records of the Corporation.

## **Article VI: Officers**

**Section 1. Offices and Terms.** The Corporation has a Chair, a Secretary, and a Treasurer, each as defined in Section 2 of this Article VI (collectively, the “**Officers**”). Each Officer must also be a director. The Members shall elect the Officers pursuant to the Voting Procedure following the election of Directors at the Annual Membership Meeting. (Secretary expires Jan. 2024, Treasurer, 2025, Chair 2026 and every three years thereafter)

**Section 2. Duties of Officers.** All Officers shall attend Hyde Park Neighborhood Community meetings, Executive Board meetings, neighborhood planning meetings and Hyde Park Neighborhood events to the extent practicable. In addition:

- a. The “**Chair**” is the Officer who (i) presides at all meetings and coordinates meeting agendas; (ii) appoints committees; (iii) decides all questions of order; (iv) facilitates teamwork among the Directors; (v) serves as a liaison to other neighborhood organizations and businesses; and (vi) conducts all business of the Corporation to the best interests of its members. The Chair may sign contracts, deeds, leases, promissory notes, and other written instruments when authorized either generally or specifically by the Board of Directors to be executed by the Corporation.
- b. The “**Treasurer**” is the Officer who (i) maintains the Corporation’s financial books, records, and accounts; (ii) makes deposits and issues checks for expenses in the name of the Corporation as directed by the Chair or the Board of Directors; (iii) gives periodic reports on financial activity; (iv) helps plan and coordinate fundraising efforts; (v) presents proposed budgets to the Members and Board of Directors; and (vi) ensures all government and regulatory filings (e.g., Annual or Biennial Registration Reports to Missouri Secretary of State, Form 990) are timely filed.
- c. The “**Secretary**” is the Officer who (i) takes minutes at all meetings and posts meeting minutes; (iii) posts information about Corporation meetings, events, and activities on relevant electronic media sites; (iii) provides notices required by these Bylaws; (iv) maintains a roster of the Members in the form of the Member Sign-in; and (v) is responsible for all of the Corporation’s records, documents, and files.

**Section 3. Vacancies.** All vacancies occurring among the Officers shall be filled by the Members at the first General Membership Meeting after a vacancy occurs. Any Member may nominate himself or herself to fill the vacancy and the Board of Directors may also nominate any Member to fill the vacancy. The vacancy shall be filled pursuant to the Voting Procedure, and the new Officer will serve as an Officer and Director with all the rights and responsibilities outlined in Articles V and VI hereof.

Until any such vacancy is filled by a Member as described in this Section 3, the Board of Directors may appoint an interim Director to serve in the vacant Officer position on a temporary basis.

**Section 4. Removal and Resignation.** Any Officer removed as a Director pursuant to Article V, Section 6 is also automatically removed as a member. Any Officer may resign at any time by giving written notice to the Chair, or the Secretary. The resignation is effective upon delivery unless a different resignation date is specified in such notice, then such resignation is effective upon that date.

#### **Article VII: Advisory Board Members and Committee Members**

**Section 1. Advisory Board:** The advisory board is made up of up to 5 members is not the legal governing body of the organization and does not carry the same legal responsibilities and fiduciary duties as the board of directors and does not having voting rights and cannot act with the authority of the board of directors and may not be relied upon to the same extent as a board committee. They can meet separately and they should prepare notes of such meetings and provide those notes to the Board. They should attend the Hyde Park Neighborhood Community meetings, Board meetings, neighborhood planning meetings and Hyde Park Neighborhood events to the extent practicable.

#### **Section 2**

**Committees.** To further the work of the Corporation, the Chair may establish and appoint committees of the Corporation from time to time as he or she deems necessary (each, a “**Committee**”). A list of committees active or proposed as of the date of the adoption of these Bylaws is set forth on **Schedule B**. Committee Members should attend the Hyde Park Neighborhood Community meetings, Board meetings, neighborhood planning meetings and Hyde Park Neighborhood events to the extent practicable.

**Section 2. Committee Participants.** Committee participants do not need to be Members of the Corporation.

**Section 3. Committee Chairperson.** The Chair shall appoint a chairperson of each Committee from among the Committee’s participants, provided, however, that such chairperson must be a Member of the Corporation.

**Section 3. Removal.** Any Committee participant may be removed by a majority vote of the Board of Directors for cause and so long as the participant has been notified at least five days prior to the vote that his or her removal is being considered.

**Section 4. Reports and Meetings.** The chairperson of each Committee shall keep the Board of Directors informed of the Committee’s activities and, when requested, shall submit a report at any meeting of the Board of Directors or the Members. Committee meetings may be held through any electronic communication means so long as each participant can hear every other participant.

**Section 5. Limitation of Powers.** Committees may present proposed plans, actions, and budgets for approval by the Board of Directors. Committees do not have authority to bind the Corporation, enter into contracts, or spend the Corporation’s funds without express approval from the Board of Directors.

## **Article VIII: Financial Matters**

**Section 1. Fiscal Year.** The Corporation's fiscal year begins on January 1 and ends on December 31.

**Section 2. Reporting at Annual Membership Meeting.** At each Annual Membership Meeting, the Directors shall report the Corporation's activities for the immediately preceding year and the financial condition of the Corporation.

**Section 3. Payment of Obligations.** Obligations of \$50 or less may be approved for payment by the Chair alone, and all such approved obligations may be paid by the Treasurer or Chair. Obligations of \$50.01 or more must be approved by the Board of Directors, and all such approved obligations may be paid by the Treasurer or Chair.

## **Article IX: Grievance Procedure**

**Section 1. Informal Resolution.** Any Member with a grievance relating to the operation or activities of the Corporation shall attempt to resolve the grievance informally and directly with the individuals connected with such grievance.

**Section 2. Formal Grievance.** If a Member is unable to resolve a grievance informally, the Member may present to the Chair his or her grievance in written form, which shall include the following:

- a. Name, address, and phone number of the Member making the grievance;
- b. Nature of concern;
- c. Specific action taken by the Corporation that brought about the grievance;
- d. Specific steps the Member took in compliance with Article IX, Section 1; and
- e. Proposed actions that could be taken to rectify the grievance.

If the Chair receives such a grievance, the Chair shall appoint a committee made up of at least three (3) disinterested Members to consider and attempt to resolve the grievance. If the committee cannot resolve the grievance to the satisfaction of the Member within thirty (30) days of receiving the grievance, the committee shall present the grievance to the Board of Directors. The Board of Directors shall consider the grievance and respond with a written decision and proposed solution no later than 60 days after being presented with the grievance by the committee.

**Section 3. Reconsideration.** If the Member is dissatisfied with the written response from the Board of Directors, the Member may request that the Board of Directors reconsider its decision by making his or her request in writing no later than thirty (30) days after the Board issues its decision. If the Member does not make a written request for reconsideration to the Board of Directors within such thirty (30) day period, the grievance is deemed resolved. If the Member makes a written request for reconsideration, the Board of Directors shall reconsider its decision and respond with a final decision no later than thirty (30) days after being presented with the request for reconsideration.

In undertaking its reconsideration, the Board of Directors may, but is not required to, secure assistance from a neutral third party to consider the grievance and attempt to mediate a mutually agreeable solution. The Corporation may request, but may not require, that the Member contribute to the cost of any such mediation. If the Member fails to participate in any such mediation, the grievance is deemed resolved.

## **Article X: Indemnification**

**Section 1. Indemnification of Directors and Officers.** Each person who is or was a Director or Officer of the Corporation, including the heirs, executors, administrators, or estate of such person, may be indemnified by the Corporation 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 a Director or Officer of the Corporation. This indemnification is not exclusive of any other rights to which a person may be entitled under any other agreement or vote of disinterested Directors, and does not limit in any way any right of the Corporation to make different or further indemnification with respect to any person.

**Section 2. Insurance.** The Board of Directors may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent of the Corporation against any liability incurred by him or her that arises out of such person's status as a Director, Officer, employee, or agent, whether or not the Corporation would have the power to indemnify that person against the liability under the law.

#### **Article XI: Amendments**

**Section 1. Amendment Procedure.** These Bylaws may be amended, altered, repealed, or restated by a two-thirds majority of the Board of Directors then in office provided that the amendment complies with the following sentence: If the proposed amendment has the effect of reducing the rights of the Members, the Members must first approve any such proposed amendment at a General Membership Meeting by a two-thirds majority of the Members present.

**Section 2. Opportunity for Review.** Any proposed amendment that has the effect of reducing the rights of the Members must be proposed in writing and made available to all Members for review and consideration at least ten (10) days prior to the vote on the amendment.

**Section 3. Amendment and Restatement.** These Bylaws amend and restate, in its entirety, those certain Bylaws of the Corporation adopted at the Annual Membership Meeting held on August 26, 2023 (the "Original Bylaws") and the Original Bylaws shall be of no further force and effect.

#### **Certification**

These Bylaws were revised and adopted at the August 26, 2023 Executive Board Meeting.

Gail Guelker

Secretary – Printed Name

\_\_\_\_\_  
Secretary Signed

\_\_\_\_\_  
Date



Presented for Signature November 30 2023

## **Schedule A**

### **Mission Statement**

To preserve the historic fabric of the Hyde Park Neighborhood and to promote economic development.

### **Our Vision**

To connect neighbors, promote activities, and foster civic involvement in our community for both homeowners and renters.

### **Schedule B**

<b>Name</b>	<b>Purpose, Power and Authority</b>
<b>Historic Preservation Committee</b>	To safeguard the City's historic structures and features; to foster civic pride and promote the use of historic districts and landmarks for the education, pleasure, and welfare of the people. To encourage historic integrity of the land use and development planning.
<b>Nuisance &amp; Vacant Properties Committee</b>	To work to abate nuisance and vacant properties that significantly interferes with the use or enjoyment of another's <b>property</b> , or that affects the health, safety, welfare or comfort of the public at large.
<b>Fund Raising Committee</b>	To raise funds to insure the financial viability and stability of the organization.
<b>Safety Committee</b>	To promote a healthy and <i>safe</i> neighborhood.

**Committee Member Expectations** - Attend and participate in regular Committee Meeting, contribute financially to the organization at a level meaningful to the committee and come prepared to participate and engage.

**Time Commitment** – Plan to participate 2-4 hours per month (including committee meetings, board meetings and outreach events.