

**REVISION OF THE BYLAWS OF THE
SCARRITT RENAISSANCE NEIGHBORHOOD ASSOCIATION**

As approved by the Board of Directors on June 8, 2023, and
adopted by the Membership on October 5, 2023

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**REVISION OF THE BYLAWS OF THE
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ARTICLE I: CORPORATION, BOUNDARIES, AND RECORDS

Section 1.1 Corporation. The Scarritt Renaissance Neighborhood Association (SRNA) (“Association” or “Corporation”) is a tax-exempt 501(c)(3) nonprofit organization incorporated by the State of Missouri, with membership as provided in Article IV. The Association is a public benefit corporation created to generate social and public good, and to operate in a responsible and sustainable manner, as stated in the articles of incorporation¹.

Section 1.2 Boundaries. The boundaries of the Scarritt Renaissance Neighborhood (“Neighborhood”) are Cliff Drive on the North, Chestnut Trafficway on the West, Independence Avenue on the South, and Jackson Avenue to Norledge Avenue to N. Kensington Avenue to Sunrise Drive to Elmwood Avenue, to Cliff Drive on the East.

Section 1.3 Registered Agent.² The Corporation shall maintain a registered agent with the State of Missouri, in the manner required by law.

Section 1.4 Principal Office.² The Board of Directors (“Board”) shall designate the location of the Corporation’s principal office as the address of its registered agent.

Section 1.5 City Registration.³ The Corporation shall submit the annual neighborhood group application renewal form and survey to the City of Kansas City within thirty (30) days of the annual membership meeting to update the City and its departments with Association points of contact.

Section 1.6 Records. This corporation shall maintain and annually review a document retention and destruction policy separate from the bylaws to enhance timely compliance with the Sarbanes-Oxley Act and to promote the treatment of corporate records of the Association. In addition, the Corporation shall maintain an electronic list of all members, capable of being sorted in alphabetical order, including the name, street address, telephone number, and email address. No membership list, in whole or in part, shall be:

- A. provided to or used by any person for a purpose unrelated to the business or administration of this corporation;
- B. used for any commercial purpose without the prior approval of the member; nor
- C. sold to or purchased by any individual or business.

¹ Articles of Incorporation, 2023

² MO Rev Stat. §355.161 (2022)

³ Kansas City, Neighborhoods and Housing Services

Section 1.7 Right to Review.⁴ A member as defined in Article IV, or their counsel or agent, shall have the right to inspect and copy the records of this corporation. Upon ten (10) days written notice, records shall be made available to a member or agent for inspection. The member must describe the purpose and the records the member desires to inspect. The records must be connected directly with the stated purpose. The Association may charge a reasonable fee for providing paper copies of the records requested.

Section 1.8 Seal. There is no corporate seal for the organization.

ARTICLE II: PURPOSE, LIMITATIONS, AND CONTRIBUTIONS

Section 2.1 Purpose. To bring neighborhood residents together to address goals and concerns for community improvement with an emphasis on health and safety issues; serve as a source of community information and resources; and act as an advocate to the governments of Kansas City and Jackson County and their departments on behalf of the Neighborhood. In addition, the Association serves to foster a sense of community pride through engagement, development, and quality of life initiatives and events.

Section 2.2 Limitations.

- A. The Association shall not engage in any activity stated below.
1. to enforce fees or restrictions on residents¹.
 2. to report, enforce, or intervene with property code violations, unless deemed necessary by the Board for the health and safety of neighborhood residents¹.
 3. to participate in, contribute to, or issue public statements of position (verbal, written, or perceived) to any political campaign on behalf of (or in opposition to) any candidate for elective public office⁵.
 4. restricted by the articles of incorporation or the Missouri Nonprofit Corporation Act, Title XXIII, Chapter 355.
 5. prohibited by Section 501(c)(3) of the Internal Revenue Code, as amended.
- B. The Association may from time to time seek to influence legislative activity by contacting, or urging the public to contact, members or employees of a legislative body for the purpose of proposing, supporting, or opposing legislation, or otherwise advocating the adoption or rejection of legislation.⁵ However, this pursuit shall not constitute a substantial part of the activities of this corporation.⁵ The Association may

⁴MO Rev Stat § 355.826 (2022)

⁵I.R.C. § 501(c)(3)

otherwise freely conduct educational meetings, prepare, and distribute educational materials, or otherwise consider public policy issues in an educational manner.⁵

Section 2.3 Contributions. The Association shall have the authority to solicit or accept contributions, grants, or other financial support from interested persons, groups, entities, or government bodies. No contributor shall have a voice or vote in the deliberations of the corporation unless the contributor is a member as defined in Article IV.

ARTICLE III: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised⁶ shall govern the Corporation in all cases to which they are applicable, to the extent it does not conflict with applicable laws, the articles of incorporation, or these bylaws.

ARTICLE IV: MEMBERSHIP

Section 4.1 Defined.

- A. Member – a person or business entity eligible for full participation in the proceedings of the corporation, that is, the right to attend meetings, to make motions, to speak in debate, and to vote.⁶ In practice, the Association recognizes eligible individuals and business entities who consistently attend membership meetings and actively engage with Association business or activities as members.
- B. Member in Good Standing – a member whose dues are paid for the calendar year shall be considered a member in good standing.

Section 4.2 Types. There shall be two general types of membership: individual and business.

Section 4.3 Eligibility.

- A. Individual Membership. Any individual who resides or owns property within the boundaries of the Neighborhood as defined in Section 1.2 and agrees and acts to further the purpose of the Association.
- B. Business Membership. Any corporation or other business entity, including a sole proprietorship, which owns or operates a business within the boundaries of the Neighborhood and agrees and acts to further the purpose of the Association.

Section 4.4 Dues. Annual dues are considered paid for an entire calendar year (January 1 through December 31) regardless of payment date within the applicable year. Elected board members must pay dues within the first 90 days of term. Dues are payable to the Association and shall be collected by the Treasurer, who upon request, shall provide a signed receipt. Dues for each type of membership are as follows:

⁶ RONR (12th ed.).

- A. Individual: Twenty dollars (\$20) for first member of household and ten dollars (\$10) for each additional household member
- B. Business: Forty dollars (\$40)

Section 4.5 Transfer.⁷ No member may transfer a membership in this corporation, or any right derived therefrom.

Section 4.6 Purchase.⁸ The Corporation shall not purchase any of its memberships or any right arising therefrom.

ARTICLE V: NOTICES

Section 5.1 Format.⁹ All notices shall be in writing by paper or electronic transmission and shall be on corporate letterhead in a format capable of being easily opened and read by the recipient. Social media postings do not constitute a valid means of notice.

Section 5.2 Delivery. The notice shall be delivered to the most recent mailing or email address provided by the recipient.¹⁰ It is the responsibility of each member to ensure that their mailing and email addresses are current with the Association. Failed delivery due to incorrect addresses on file are deemed a waiver of notice by the member.

Section 5.3 Effective Date.¹⁰ A notice is effective at the earliest of the following:

- A. Five (5) days after being mailed by first class mail as evidenced by the postmark; or
- B. the date the email is transmitted; or
- C. on the delivery or signed acceptance date shown on the receipt for certified or registered mail, return receipt requested).

Section 5.4 Deadlines.⁹ Unless otherwise provided in these bylaws,

- A. A notice sent by mail shall be postmarked no less than fifteen (15) days nor more than sixty (60) days prior to the event for which notice is given.
- B. A notice sent by email shall be transmitted no less than ten (10) days nor more than thirty (30) days prior to the event for which notice is given.
- C. A notice sent by certified or registered mail, return receipt requested, shall be

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⁷MO Rev Stat § 355.191 (2022)

⁸MO Rev Stat § 355.216 (2022)

⁹MO Rev Stat § 355.251 (2022)

¹⁰MO Rev Stat § 355.071 (2022)

postmarked no less than fifteen (15) nor more than sixty (60) days prior to the event for which notice is given.

Section 5.5 Meeting Notices.⁹ Notice of membership meetings (annual, regular, or special) shall state the place, date, and time of the meeting. The notice of a special meeting or public session shall in addition state the purpose(s) of the meeting.

Section 5.6 Bylaw Revision or Amendment Notice. The Board shall present proposed revision or amendment(s) to these bylaws at a membership meeting for which notice is given for open debate. Membership shall subsequently be provided with a written notice of a vote to revise or amend along with a final written draft of the proposed revision or amendment(s) to review¹¹ no less than twenty (20) days prior to the date of the vote to adopt or reject.

Section 5.7 Waiver of Notice.¹² A member may waive any notice required by these Bylaws, before or after the date and time stated in the notice. The waiver must be in writing or email, signed by the member entitled to the notice; and delivered to the President or Secretary for inclusion in the minutes. A member's attendance at a meeting:

- A. waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; or
- B. waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

ARTICLE VI: MEETINGS

Section 6.1 Definitions.

- A. Meeting – a single official gathering in one room, area, web conferencing platform or hybrid thereof at which a membership quorum exists to transact the business of the corporation.⁶
- B. Session – a meeting devoted to a single order of business, program, or agenda.⁶
- C. Quorum – number of members who must be present to in order that business may be conducted.⁶ Fifteen (15) members shall constitute a quorum.

Section 6.2 Location and Format. All meetings of the members shall be held at a physical location; on a web conferencing platform; or a hybrid thereof as determined by the Board.

Section 6.3 Electronic Meetings. An electronic meeting may be conducted by telephone or video

¹¹ MO Rev Stat § 355.561 (2022)

¹² MO Rev Stat § 355.256 (2022)

conference or by any other electronic means by which all members have the opportunity for simultaneous aural communication between all participating members equivalent to meetings held in a physical room or area.⁶ Participation in an electronic meeting constitutes being present at a meeting for purposes of eligibility under Sections 4.1 and 8.3.

Section 6.4 Description and Frequency.

- A. Annual Meeting. An annual meeting of the membership shall be held on the first Thursday in January of each calendar year or on such other date as the Board may specify, provided that the meeting is held no later than January 31.
- B. Regular Meeting. Regular meetings of the membership shall be held on the first Thursday of February, April, June, August, October & December or on such other date as the Board may specify. Regular meetings are open to the public.
- C. Public Session.⁶ Although regular membership meetings are open to the public, from time to time the Board may deem it necessary to call a public session open to non-member neighborhood residents to express their views on a specific topic. Time limits shall be placed on speakers and relevance closely monitored. Association membership may consider the inputs received from these sessions in any subsequent action or vote required on the topic in a separate session or membership meeting.
- D. Special Meetings. The President or the Board may call a special meeting of the membership for a specific purpose(s). A special meeting may also be held on the written demand of five percent (5%) of the members entitled to vote at any such meeting, provided the demand states the purpose of the meeting.¹³ Special meetings are closed to the public.

Section 6.5 Chairperson.⁶ Membership and board meetings shall be presided over by the President. The President may designate any Director to act as chairman or secretary of the meeting if the President or Secretary will be absent.

Section 6.6 Business Transacted.

- A. Annual Meetings. The first order of business upon approval of the previous meeting minutes shall be the reports of the outgoing President, Treasurer and committee chairpersons on the activities and financial condition of the Corporation followed by the election of the Board of Directors.¹⁴
- B. Regular Meetings. Association business may be transacted, regardless of whether the subject was included in the notice or agenda of the meeting unless otherwise limited by these bylaws.¹⁴

¹³ MO Rev Stat § 355.236 (2022)

¹⁴ MO Rev Stat § 355.231 (2022)

- C. Special Meetings and Public Sessions. Business transacted at all special meetings and public sessions shall be confined to the purpose(s) stated in the notice.¹³

ARTICLE VII: VOTING

Section 7.1 Quorum. The majority decision of the membership present at a meeting in which there is a quorum shall be the act of the Association membership, unless otherwise stated in these bylaws.¹⁵ If a quorum is not present, the matters scheduled for action or vote shall be addressed at the next meeting.⁶

Section 7.2 Voting Rights. All eligible members, individual or business, as defined in Section 4.1 are entitled to a single vote on the general matters of the Association.¹⁶ However, voting on the revision or amendment of bylaws; election or removal of a Director; or as otherwise deemed appropriate by the Board is reserved for members in good standing as of the date(s) established in this Article.

Section 7.3 Proxy.¹⁷ There shall be no voting by proxy.

Section 7.4 Action by Ballot. Any action which must or may be approved by the membership may be approved by either written or electronic ballot, with or without a membership meeting, under the following procedure:

- A. The appeal for a vote by written or electronic ballot shall¹⁸
1. be given to every member eligible to vote on the issue;
 2. state the number of responses necessary to equal a quorum;
 3. state the percentage of favorable votes necessary to approve each matter;
 4. state the deadline by which the ballot must be received for it to be counted;
 5. clearly state the issue, action, or candidate name and office nomination for which approval is requested; and
 6. provide an option to vote for or against the proposed action or candidate.
- B. No record shall be kept as to how an individual member voted.
- C. The results of a written or electronic ballot appeal shall be considered valid if the number of votes cast equals or exceeds the number required for a quorum at a membership meeting.¹⁸

¹⁵ MO Rev Stat § 355.286 (2022)

¹⁶ MO Rev Stat § 355.276 (2022)

¹⁷ MO Rev Stat § 355.291 (2022)

¹⁸ MO Rev Stat § 355.266 (2022)

- D. A ballot may not be revoked.¹⁸
- E. The secretary shall certify the results of a vote by ballot and file the certificate with the minutes of membership meetings.⁶
- F. The Board may implement further procedures as deemed necessary to protect the integrity of the voting process.

Section 7.5 Eligibility Cut-off Dates.¹⁹ The cut-off date for determining eligibility to vote as a member in good standing (annual dues paid) shall be 5 p.m. of the last business day preceding the

- A. day notice is sent out for the meeting at which the vote will be taken; or
- B. day the written or electronic ballot is sent out; or
- C. day the demand for a special meeting is sent out.

Section 7.6 Membership List.²⁰ Within two (2) business days of the eligibility cut-off date, the Secretary shall make available to the membership a membership list, in alphabetical order, of all members in good standing and eligible to vote pursuant to Section 7.2.

ARTICLE VIII: BOARD OF DIRECTORS

Section 8.1 Powers.²¹ The Board of Directors shall have all powers necessary to supervise, control, direct, and manage the assets and activities of the corporation in accordance with its purposes, except where the powers of the Board are limited by law, the articles of incorporation, or these bylaws, including, but not limited to, Section 2.2.

Section 8.2 Number. The Board shall consist of seven (7) members: four officers and three at-large members with the immediate past-president automatically occupying an at-large position unless otherwise elected as an officer. The number of directors may be adjusted by amendment to these bylaws but to no fewer than three.²²

Section 8.3 Eligibility. All directors shall be individual members²² and limited to one director per neighborhood household. To be a candidate, a member must be in good standing; must attend a majority of membership meetings held in the previous calendar year; and be present for a significant portion of each meeting used to establish eligibility.

Section 8.4. Election.²³ Members may make a nomination (or self-nomination) from the floor leading up to the final vote for any position on the board with exception of the Office of the President. Nominations may be accepted up to forty-five (45) days in advance of the annual

¹⁹ MO Rev Stat § 355.261 (2022)

²⁰ MO Rev Stat § 355.271 (2022)

²¹ MO Rev Stat § 355.316 (2022)

²² MO Rev Stat § 355.321 (2022)

²³ MO Rev Stat § 355.326 (2022)

meeting date and the nominee must accept the nomination to be placed on the ballot. A current list of nominees shall be provided to membership at the same time as notice is given of the annual meeting. All votes shall be by secret ballot; however, if a board position(s) is/are uncontested, then membership may motion to approve the candidate or entire candidate slate, if applicable, by a verbal majority vote. If a ballot is used, the members shall vote for officers and at-large directors on a single ballot with the candidate(s) receiving the highest number of votes being declared the winner.

Section 8.5 Term Limits.²⁴ The term of office is until the adjournment of the next annual meeting, i.e., one (1) year or until a successor is elected. Officers are limited to three consecutive terms in the same office while at-large directors may serve unlimited consecutive terms if so duly elected.

Section 8.6 Term Commencement.²⁴ A director's term of office begins immediately following the adjournment of the meeting at which they are elected. The President-Elect shall automatically assume the Office of President upon the expiration of the predecessor's term.

Section 8.7 Disclosure.²⁵ Upon taking office, Directors shall be required to provide and sign a financial disclosure and conflict of interest statement. 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 who are considering the proposed transaction or arrangement. Should the Board have reasonable cause to believe a failure to disclose such conflicts of interests has occurred, it shall investigate to determine intent for possible disciplinary or corrective action.

Section 8.8 Compensation.²⁶ The Board shall receive no compensation other than for reasonable expenses. However, these bylaws do not preclude any board member from serving the corporation in any other capacity and receiving compensation for services rendered. Agents of the corporation shall be retained via a signed contract with compensation (if any) fixed, increased, or decreased by action of the Board.

Section 8.9 Resignation.²⁷ A director may resign by delivering a written or electronic notice to the President or Secretary, effective upon receipt or on the date specified in the notice. Resignation does not affect the director's contract rights, if any, with the Corporation.

Section 8.10 Removal. Membership may remove any director, with or without cause, by a two-thirds vote at a membership meeting for which a quorum exists and the notice states that the purpose of the meeting, in whole or in part, is the removal of the director.²⁸

- A. The Board may remove any director or agent of the corporation for cause using the preponderance of evidence standard by a majority vote.

²⁴ MO Rev Stat § 355.331 (2022)

²⁵ MO Rev Stat § 355.416 (2022)

²⁶ MO Rev Stat § 355.366 (2022)

²⁷ MO Rev Stat § 355.341 (2022)

²⁸ MO Rev Stat § 355.346 (2022)

- B. A director shall not vote on the issue of their own removal.
- C. The action shall not affect the contractual rights, if any, of the person removed or discharged.

Section 8.11 Vacancies.²⁹

- A. Office of the President. Shall be automatically filled by the President-Elect who shall serve the remainder of the unexpired term. A vacancy in office without an elected successor shall be filled by the membership at the next membership meeting, or at a special meeting called for that purpose.
- B. Office of the Treasurer. The Board shall first attempt to fill the vacancy with an eligible candidate by majority vote. If an eligible candidate is not elected, the Board may enter a contract with an individual to provide financial services as an agent of the corporation. The immediate past treasurer shall not be eligible to enter, negotiate, nor vote on such a contract. The ineligibility period shall last for twelve (12) months after date of vacancy.
- C. Other. Any other board vacancy may be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall have the same qualifications as a director elected at an annual membership meeting and serve the predecessor's unexpired term until a successor is elected.
- D. New Board Positions. In the event the bylaws are amended to increase the number of board members, only the membership may select person(s) to fill the newly created position(s).

Section 8.12 Meetings. The Board shall hold regular meetings, at which corporation business is transacted.³⁰ Special meetings may be called at the discretion of the President with at least two (2) days' notice.³¹ Board meetings are closed sessions with guest attendance by a formal request to or invitation from the Board. Deliberations of the Board resulting in a vote are confidential to ensure Directors may debate openly. Only the results of any such vote are to be reflected in the meeting minutes.

Section 8.13 Attendance. The Board may deem a director who has missed three consecutive meetings without communication to have effectively resigned and may fill the vacant seat upon written notice to the director in accordance with Article V.²⁸

Section 8.14 Quorum. A quorum shall consist of four (4). A director shall be considered present if they are present via telephone or web conferencing pursuant to Section 6.3. If a quorum is not present, the meeting shall be adjourned until a quorum is present.⁶

²⁹ MO Rev Stat § 355.361 (2022)

³⁰ MO Rev Stat § 355.376 (2022)

³¹ MO Rev Stat § 355.376 (2022)

Section 8.15 Voting. Each director must be present at a meeting to deliver a vote and shall have only one vote. If at any time the Board consists of an even number of directors and a vote is tied, then the President shall be the deciding vote. The majority decision of the quorum shall be the act of the Board.³²

Section 8.16 Action without a Meeting.³³ Any action which the Board might take at a meeting may be taken without a meeting if the action is taken by all directors. The action must be evidenced by one or more written consents describing the action taken, approved by each director, and included in the minutes filed with the corporate records reflecting the action taken.

Section 8.17 Executive Session.⁶ An executive session is any meeting, or portion of a meeting, at which the proceedings are deemed secret or protected by attorney-client privilege. A meeting enters executive session upon a motion to do so. Only directors and special invitees are allowed in session. Proceedings in an executive session are protected; therefore, no official minutes shall be recorded. Secretary shall note in the regular meeting minutes the time, duration, and participants of the session. Approval of the meeting minutes in which the session occurred are assumed to be approval of the executive session proceedings. Participants may be subject to disciplinary or legal action for violating the secrecy of an executive session.

ARTICLE IX: OFFICERS

Section 9.1 General. The officers of this corporation shall be a president, president-elect, secretary, and a treasurer. Election as an officer does not create any contractual rights between the corporation and the officer.³⁴

Section 9.2 Delegation of Authority. The Board may periodically delegate any of the functions, powers, duties, and responsibilities of any officer to any other officer or at-large director. In the event of such delegation, the officer from whom any such function, power, duty, or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise.

Section 9.3 Office of the President. The President serves as the Chief Executive Officer (CEO) of this corporation and shall have such general executive powers and duties of supervision and management as are usually given to a CEO. The President shall

- A. preside at all meetings of the membership and the Board as chairperson;
- B. carry into effect all directions and resolutions of the Board; and
- C. execute all bonds, notes, debentures, mortgages, contracts, and instruments for and in the name of the corporation, at the direction of the Board.

³² MO Rev Stat § 355.401 (2022)

³³ MO Rev Stat § 355.381 (2022)

³⁴ MO Rev Stat § 355.451 (2022)

Section 9.4 Office of the President-Elect. The President-Elect shall assist the President in corporate operations and shall perform such additional duties as may be assigned by the President or Board. The President-Elect shall ascend to the Office of President upon expiration of the current president's term or in the event of a vacancy in the office. In the temporary absence or inability of the President to act, the President-Elect shall carry out the duties of the office.

Section 9.5 Office of the Secretary. The secretary shall attend all membership and Board meetings; prepare minutes of all proceedings at such meetings; and preserve them in the minute book of this corporation. The Secretary shall perform similar duties for any committee when requested. In addition, the Secretary shall have the following duties:

- A. function as custodian of all the books, papers and records of this corporation and authenticate records of this corporation;
- B. furnish the board, upon request, a full, true, and correct copy of any book, paper, or record in the secretary's possession;
- C. give or cause to be given notice of the meetings of the membership and the Board of Directors, but this shall not lessen the authority of others to give notice to their committees as provided in these bylaws;
- D. exercise and discharge the general duties, powers, and responsibilities of a secretary of a corporation;
- E. maintain and manage the correspondence of the corporation;
- F. function as custodian of the seal of this corporation if one exists and when authorized to do so shall affix it to any instrument requiring the seal. and when so affixed shall attest the seal;
- G. exercise and discharge such other or further duties or authority as may be prescribed elsewhere in these bylaws or from time to time by the Board; and
- H. shall maintain primary access to the corporation post office box.

Section 9.6 Office of the Treasurer. A treasurer elected by the membership, or the Board shall:

- A. have supervision and custody of all moneys, funds and credits of this corporation and shall keep full and accurate accounts of the receipts and disbursements of this corporation and all other books of account and accounting records of this corporation as shall be necessary;
- B. shall maintain a log of total cash received. Cash log and any cash received shall be verified and signed by a second director.
- C. deposit all money and credits into the accounts and depositories of the corporation designated by the Board;

- D. disburse or permit the disbursement of funds of this corporation in accordance with the authority granted by the Board;
- E. upon request of the President or Board, give a report on all financial transactions of this corporation and the financial condition of the corporation;
- F. be bonded at this corporation's expense if the Board so requires;
- G. have the general duties, powers, and responsibilities of a treasurer of a corporation, shall be the Chief Financial Officer (CFO) of this corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed by the Board; and

A treasurer contracted as an agent of the corporation by the Board pursuant to Section 8.11 shall provide only such services as may be set out in the terms and conditions of the written contract, with or without compensation, as the parties may mutually agree. The contracted individual shall not be a member of the Board and shall have no voting rights at Board meetings or meetings of the Association, except to the extent they have voting rights as a member of the Association.

ARTICLE X: COMMITTEES

Section 10.1 General.⁶ The President is ex-officio a voting member of all committees (with exception of the nomination committee, if so designated).

Section 10.2 Types.

- A. **Membership.** The Board may, by majority vote, designate one or more committees open to membership or other Neighborhood residents, each consisting of at least one board director, to serve at the pleasure of the Board.
- B. **Board.**³⁵ The Board may designate one or more committees consisting of two or more directors for a specified purpose. A board committee shall make recommendations to the Board, but shall not have the power to
 1. authorize distributions to members, directors, officers, agents, or employees except in exchange for value received;
 2. approve or recommend to members dissolution, merger or the sale, pledge, or transfer of the corporation's assets;
 3. elect, appoint, or remove directors or fill vacancies on the board or on any of its committees;

³⁵ MO Rev Stat § 355.406 (2022)

4. adopt, amend, or repeal the articles of incorporation or these Bylaws;
5. bind the corporation on any financial or legal matter.

Section 10.3 Standing Committees. The only standing committee is the Halloween committee which plans and executes the annual Scare-It-Halloween community event.

ARTICLE XI: FINANCE

Section 11.1 Fiscal Year. The fiscal year of the corporation shall begin January 1 and end December 31.

Section 11.2 Custodian. The Board may appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by this corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board. The Board may remove any such custodian at any time.

Section 11.3 Depositories and Checks. The funds of the Corporation shall be deposited in the banks or trust companies designated by the Board. The President, President-Elect, and Treasurer shall maintain signature authority on all accounts. Checks issued under \$250 shall be signed by the Treasurer or designated account signature authority. Checks issued greater than \$250 shall be signed by two of the officers authorized by the Board to sign on the account on which the check is drawn. To the maximum extent possible expenses shall be paid by check drawn on the corporation's account. Charges to personal credit card accounts are allowed only if no other payment option exists. The Treasurer shall not write a check to oneself for reimbursement or otherwise. All reimbursements issued must be approved and signed by two Directors regardless of the reimbursable amount.

Section 11.4 Bonds. Any officer or agent handling money of this corporation may be bonded at the Corporation's expense if the Board so requires.

Section 11.5 Loans and Contracts. No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific authorization of the Board, no officer or other agent of the Corporation may enter any contract or execute and deliver any instrument in the name of or on behalf of the Corporation.

Section 11.6 Sale or Encumbrance of Property. The Board may sell, lease, exchange, or otherwise dispose of any of its property in the usual and regular course of its activities or mortgage, pledge, dedicate to the repayment of indebtedness, with or without recourse, or otherwise encumber any or all its property.³⁶

Section 11.7 Annual Audit. An internal audit shall be conducted on an annual basis by a director(s) designated by the Board. The Board may direct an annual audit of the books of account

³⁶MO Rev Stat § 355.651 (2022)

and financial records of this corporation be performed by an independent accounting firm if required by federal internal revenue law or if the Board otherwise deems such audit necessary or advisable.

Section 11.8 Personal Liability.³⁷ The members of this corporation are not, as such, personally liable for the acts, debts, liabilities, or obligations of this corporation.

Section 11.9. Indemnification. The Board or agents of the Corporation shall be indemnified by the Corporation to the fullest extent allowed by law against all expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding.³⁸ The Corporation shall have the power to purchase and maintain insurance on behalf of any director or agent of the Corporation against any liability asserted against or incurred by them in such capacity or arising out of their status as such, whether or not the corporation would have power to indemnify the person against the same liability.³⁹

ARTICLE XII: AMENDMENTS AND REVISIONS

The bylaws of this corporation may be revised or amended upon the approval of two-thirds of members in good standing in a meeting or action by ballot in which a quorum exists or is received.⁴⁰ The corporation shall keep at its principal office a historic record of all bylaws, as amended, or revised since incorporation, which shall be open to inspection and copying by any member or board member at all reasonable times.

The Board shall adhere to appropriate law or statute governing non-profit corporations in establishing and, periodically reviewing, policy statements separate from these bylaws to include, but not limited to, document retention and destruction, conflict of interest, and whistleblower protection.

³⁷ MO Rev Stat § 355.197 (2022)

³⁸ MO Rev Stat § 355.471 (2022)

³⁹ MO Rev Stat § 355.496 (2022)

⁴⁰ MO Rev Stat § 355.561 (2022)

CERTIFICATE OF SECRETARY

I, M. Scott Hale, certify that I am the current elected and acting Secretary of the Corporation, and the foregoing bylaws are the bylaws of this Corporation as adopted by the Board of Directors and approved by the membership on 10/05/2023, and that they have not been amended or modified since the above date.

EXECUTED on this day of 10/10/2023, in the County of Jackson in the State of Missouri.

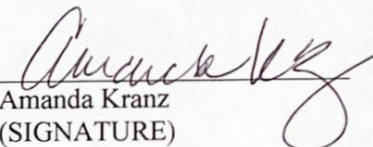


M. Scott Hale
(SIGNATURE)

CERTIFICATE OF PRESIDENT

I, Amanda Kranz, certify that I am the current elected and acting President of the benefit Corporation, and the foregoing bylaws are the bylaws of this Corporation as adopted by the Board of Directors and approved by the membership on 10/5/2023, and that they have not been amended or modified since the above date.

EXECUTED on this day of 10/10/2023, in the County of Jackson in the State of Missouri.



Amanda Kranz
(SIGNATURE)