

**AMENDED AND RESTATED BYLAWS OF
SCARRITT RENAISSANCE NEIGHBORHOOD ASSOCIATION**

Drafted by the Bylaws Committee of the SRNA Board of Directors
Reviewed and approved by counsel

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Reviewed by the Board of Directors and approved for submission to members

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**AMENDED AND RESTATED BYLAWS OF
SCARRITT RENAISSANCE NEIGHBORHOOD ASSOCIATION**

ARTICLE I: CORPORATION, OFFICES, RECORDS

Section 1.1 The Corporation. Scarritt Renaissance Neighborhood Association is a Missouri not-for-profit corporation, with members as provided in Article III below.

Section 1.2 Principal Office. The Board of Directors shall designate the location of the corporation's principal office from time to time.

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

Section 1.4 Records. This corporation shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the Board of Directors. This corporation shall maintain appropriate accounting records.

The corporation shall maintain an electronic list of all members, capable of being sorted in alphabetical order, including the name, address, telephone number, fax number (if provided) and email address (if provided). An up-to-date printout of the electronic list shall be maintained.

Without limiting the records required to be kept pursuant to this Section 1.4, this corporation shall keep a copy of the following records at its principal office:

- (a) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (b) its bylaws or restated bylaws and all amendments to them currently in effect;
- (c) the minutes of all meetings of members and records of all actions approved by the members for the past three years;
- (d) all written communications to all members or any class of members generally within the past three years, including the annual financial statements of this corporation for the past three years;
- (e) a list of the names the current directors and officers;
- (f) its most recent annual report delivered to the Missouri Secretary of State as required by the Missouri Nonprofit Corporation Act;
- (g) the consents provided for any action approved pursuant to Section 4.7, and
- (h) appropriate financial statements of all income and expenses.

A member, or his or her attorney or agent, shall have the right to inspect and copy the records of this corporation, On ten (10) days' written notice records shall be made available to a member or his attorney or agent for inspection and copying. The member must describe the purpose and the records the member desires to inspect. The corporation may charge a reasonable fee for providing paper copies of the records requested. The copied records shall be used only for such purposes as are consistent with the purposes of this corporation.

Section 1.5 Seal. There is no corporate seal for the organization.

ARTICLE II: CORPORATE PURPOSES, LIMITATIONS, CONTRIBUTIONS

Section 2.1 Type of Corporation. This corporation is a public benefit corporation, as stated in the articles of incorporation.

Section 2.2 Purpose(s). The purpose(s) of this corporation shall be as stated in the articles of incorporation.

Section 2.3 Limitations on Corporation Activities.

- a. The corporation shall not engage in any activity:
 - (i) Not permitted by the articles of incorporation;
 - (ii) Not permitted by the Missouri Nonprofit Corporation Act;
 - (iii) Which may not be engaged in by a corporation or organization which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect;
- b. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not directly or indirectly participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office;
- c. No part of the net earnings or other assets of this corporation shall inure to the benefit of any member, director, officer, contributor, or other private individual, having, directly or indirectly, a personal or private interest in the activities of this corporation, except that this corporation may pay reasonable compensation for services actually rendered to or for this corporation;
- d. None of the powers of this corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this corporation, and
- e. All income and property of this corporation shall be applied exclusively for its

nonprofit purposes.

Section 2.4 Contributions. The corporation 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.

ARTICLE III: MEMBERSHIP

Section 3.1 General. There shall be two classes of membership (individual and business) with no difference in their voting rights.

Section 3.2 Qualification.

- a. Regular Membership. Any resident, property owner or owner of a business operating within the boundaries of the Scarritt Renaissance Neighborhood (“Neighborhood”), who agrees to and acts to further its purpose, and whose dues are paid for the current calendar year shall be considered a member in good standing.
- b. Honorary Membership. Honorary membership may be bestowed by a vote of the membership. Honorary members will not be counted for purposes of determining a quorum, shall not be entitled to vote at any meeting, and shall not be deemed a member for any purpose.

Section 3.3 Boundaries. The boundaries of the Scarritt Renaissance Neighborhood shall be Independence Avenue on the South, Jackson Avenue on the East, Cliff Drive on the North, and Chestnut Trafficway on the West.

Section 3.4 Dues. Dues shall be ten dollars (\$10.00) for individual memberships and thirty dollars (\$30.00) for business memberships, for all or any part of the calendar year (January 1 through December 31). Dues are payable to the corporation and shall be collected by the Treasurer, who, upon request, shall provide a signed receipt.

Section 3.5 Transfer of Memberships. No member may transfer a membership in this corporation or any right derived therefrom.

Section 3.6 Resignation or Termination of Memberships.

- a. Any member may resign by a written or electronic resignation delivered to an officer, effective immediately or on the date specified in the resignation.
- b. A membership is automatically terminated by failure to pay dues by the end of the annual membership meeting, and is automatically reinstated for the remainder of the calendar year upon payment of the dues.
- c. Resignation or termination of membership does not relieve the member from any

financial obligations to this corporation which were incurred prior to resignation or termination.

Section 3.7 Purchase of Memberships. The corporation shall not purchase any of its memberships or any right arising therefrom.

ARTICLE IV: MEETINGS OF MEMBERS

Section 4.1 Place of Meetings. All meetings of the members shall be held at a location determined by the Board of Directors.

Section 4.2 Description of Meetings.

- a. Annual Meetings. An annual meeting of members shall be held on the first Monday in January of each year, if not a legal holiday, and if a legal holiday, then on the next Monday following or on such other date as the Board of Directors may specify, provided that the meeting is held no later than January 31st.
- b. Regular Meetings. Regular meetings of the membership shall be held on the first Monday of each month, unless the board sets a different recurring date, *e.g.*, the second Monday of each month.
- c. Optional Special Meetings. The president, the secretary, or the board may call a special meeting for any specific purpose or purposes.
- d. Mandatory Special Meetings. A special meeting shall be held on the written demand of five percent of the members entitled to vote at any such meeting, provided the demand states the purpose of the meeting.

Section 4.3 Meeting Notice and Procedures

- a. Notice. Notice of each meeting of the members, whether annual, regular or special, stating the place, day and hour of the meeting, shall be the responsibility of the president or secretary. The notice of a special meeting shall also state the purpose(s) of the special meeting. The notice shall be given to all members entitled to vote at the meeting.
- b. Waiver of Notice. A member may waive any notice required to be given under the provisions of these bylaws, the articles of incorporation or any law, by a written or electronic waiver delivered to the president or secretary prior to the date and time stated in the notice. A member waives objections to lack of notice or defective notice by failing to object at the beginning of the meeting, and waives objections to consideration of a particular matter if the objection is not made at the time the matter is presented.
- c. Presiding Officials. Every membership meeting shall be presided over by the president, or by the officer who called the meeting, or by the appropriate officer

specified in Section 7.6 or 7.7 of the bylaws. The president may select any person to act as chairman or secretary of the meeting, if the president or secretary will be absent from the meeting.

- d. Meeting Procedures. The most recent edition of Robert's Rules of Order shall be applicable, to the extent it does not conflict with applicable laws, the articles of incorporation or these bylaws.

Section 4.4 Business Which May Be Transacted at Meetings.

- a. Annual Meetings/Elections. The first order of business at the annual meeting shall be the election of the Board of Directors, with the officers being elected first, followed by election of six at-large directors. All votes shall be by secret ballot. A nominating committee under Section 5.10 may propose a slate of candidates for some or all of the board positions, but members shall always have the right to make a nomination from the floor for any position on the board. If there are no candidates other than the proposed slate, a single vote to approve or reject the entire slate may be held. If there are more than two candidates for any of the offices, the person having the highest number of votes, even if not a majority, shall be the winner. The members shall vote for six at-large directors on a single ballot, and the six persons receiving the highest number of votes shall be declared the winners.
- b. Annual Meetings/Transaction of Business. The president and treasurer shall report on the activities and financial condition of the corporation. The members may transact any business other than election of the Board of Directors as may be desired, subject to the following limitations.
 - (i) The notice of the annual meeting shall contain a description of the matter(s) to be voted on.
 - (ii) Unless one-third or more of the total number of members eligible to vote is present, the only matters that may be voted on at an annual membership meeting are those matters described in the meeting notice.
- c. Regular Meetings. At any regular membership meeting, any business may be transacted, regardless of whether the subject was included in the notice of the meeting. However, no change in the bylaws or removal of a director may be voted on unless the proposed change or proposed removal was included in the meeting notice.
- (d) Special Meetings. Business transacted at all special meetings shall be confined to the purpose(s) stated in the notice.

Section 4.5 Quorum and Manner of Acting. Fifteen (15) of the members entitled to vote at a membership meeting shall constitute a quorum. Every decision of a majority of the members constituting any such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the articles of incorporation or by these bylaws.

Section 4.6 Proxies. There shall be no voting by proxy.

Section 4.7 Written Consent of Members. Any action which must or may be approved by the members may be approved without a membership meeting if consent is given by 80% of the members who would be entitled to vote at a meeting. The consent: (a) must be in writing or delivered electronically; (b) must set out the action to which consent is given; (c) must include the signature and date of signing of one or more members; (d) must set out a uniform date on which the consent expires if the requisite number of consents is not obtained, and (e) must be delivered to the president or secretary by the deadline. Within ten days of receipt of the required number of consents, the Board of Directors shall notify all members who have not consented.

Section 4.8 Voting by Ballot in Lieu of Member Meeting. Any action which must or may be approved by the members may be approved by written or electronic ballot, without a membership meeting, under the following procedure, if the use of this procedure is first authorized by the Board of Directors:

- a. The solicitation for a vote by written or electronic ballot:
 - (i) Shall be given to every member eligible to vote on the issue;
 - (ii) Shall state the number of responses necessary to equal a quorum at a membership meeting;
 - (iii) Shall state the percentage of favorable votes necessary to approve each matter, and
 - (iv) Shall state the deadline by which the corporation must receive the ballot in order for it to be counted.
- b. The written or electronic ballot:
 - (i) Shall clearly state the issue or action for which approval is requested, and
 - (ii) Shall provide a place to vote for or against the proposed action.
- c. No record shall be kept as to how a member voted.
- d. The action submitted for approval by written or electronic ballot shall be considered approved only if:
 - (i) The number of votes cast equals or exceeds the number required for a quorum at a membership meeting, and
 - (ii) The number of votes approving the action equals or exceeds the number of votes that would be required to approve the action if there was a membership meeting and the same number of votes were cast.
- f. A ballot may not be revoked unless a specific method for doing so, including a

deadline for revocation, is stated in the solicitation.

- g. The secretary shall certify the results of a vote by ballot, and shall file the certificate with the minutes of membership meetings.

Section 4.9 Voting and Consent Rights. The only members entitled to vote under Sections 4.2 or 4.8, or to consent under Section 4.7, or to demand a special meeting under Section 4.2(d) are those persons or businesses who are members in good standing as of the cut-off date set out in Section 4.10 below.

Section 4.10 Cut-off Dates. The cut-off date for determining a member's eligibility to vote shall be at 5:00 p.m. of the last business day preceding:

- (a) The day notice is sent out for the meeting at which the vote will be taken (Section 4.2), or
- (b) The day the written or electronic ballot is sent out (Section 4.7), or
- (c) The day the request to consent is sent out (Section 4.8), or
- (d) The day the demand for a special meeting is sent out (Section 4.2(d)).

Section 4.11 Membership Lists for Specific Meetings. Within three business days of the cut-off date for notice of a Section 4.2 meeting, the corporation shall make available a written or electronic membership list, in alphabetical order, of all members entitled to notice as of the cut-off date. The membership list shall be provided on a member's request to the member, or to his or her attorney or agent. The membership list shall be available for inspection by a member, or a member's agent or attorney, at any time during the meeting for which the list was prepared.

Section 4.12 Restrictions on Membership Lists. No membership list, in whole or in part:

- a. Shall be provided to or used by any person for a purpose unrelated to a member's interest as a member.
- b. Can be used for any commercial purpose without the prior approval of the members.
- c. Shall be sold to or purchased by any individual or business.

ARTICLE V: DIRECTORS

Section 5.1 Powers. 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 2.3 above.

Section 5.2 Number and Qualifications. The Board of Directors shall consist of eleven (11) members: Four officers (president, vice president, secretary, treasurer) and seven at-large

members. The increase to eleven members shall be effective as of the election of the Board of Directors at the 2013 annual membership meeting. The number of directors may be increased or decreased (but to no fewer than three) by amendment to these bylaws. All directors must be individuals. All directors must be members of this corporation. To be a candidate for director, a member must be in good standing, must have attended at least a majority of the membership meetings for the previous calendar year, and must have been present for a majority of the meeting for each meeting attended.

Section 5.3 Election and Term of Office. Election of the Board of Directors shall be pursuant to Section 4.4(a). The term of office is until the next annual meeting, unless an officer or at-large director becomes incapacitated, is disqualified, resigns or is removed prior to the expiration of the term of office. Any director may be elected for successive terms.

Section 5.4 Commencement of Term of Office. A director's term of office begins immediately following the close of the meeting at which he or she is elected to office or to an at-large position on the board.

Section 5.5 Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors, even if the number of remaining directors is less than a quorum, at any annual meeting of the Board of Directors, or a special meeting called for that purpose. A director elected to fill a vacancy shall have the same qualifications as a director elected at an annual membership meeting, and shall serve for the unexpired term of the director's predecessor. In the event the bylaws are amended to increase the number of board members, only the members may select persons to fill the newly-created positions.

Section 5.6 Compensation. No director shall receive compensation from this corporation for any service rendered as a director. However, a director may be reimbursed for actual expenses reasonably incurred in attending meetings and in rendering service to this corporation in the administration of its affairs.

Section 5.7 Committees. The Board of Directors may designate one or more committees, each consisting of two or more directors. A committee shall make recommendations to the board, and shall have the powers delegated to it by the board, but a committee shall not have the power to:

- (a) bind the corporation on any financial or legal matter;
- (b) authorize distributions to members, directors, officers, agents or employees;
- (c) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets;
- (d) elect, appoint or remove directors or fill vacancies on the board or on any of its committees, or
- (e) adopt, amend or repeal the articles of incorporation or these bylaws.

Section 5.8 Resignation. Any director may resign from the Board of Directors by delivering a written or electronic notice to the Board of Directors, or to the president or secretary. The resignation shall be effective when the notice is delivered, unless a later date is specified in the notice.

Section 5.9 Removal.

- (a) The members may remove any director for cause at a membership meeting for which the notice states that the purpose of the meeting, in whole or in part, is the removal of the director. The number of votes necessary to remove the director shall be the same number that would be necessary if the purpose of the meeting was to elect a director.
- (b) The board may remove any director for cause, or if the director is absent from three or more board meetings in any twelve-month period, by a majority vote of the directors then in office. "Cause" shall mean being found guilty of a felony, failure to attend to board duties, dishonesty regarding the corporation's operation, etc.
- (c) A director shall not vote on the issue of that director's own removal.

Section 5.10 Nominating Committee. The board shall have the power to establish a nominating committee for a particular annual membership meeting. The committee shall consist of 2 members of the board, and 3 members of the corporation, and shall meet for the purpose of proposing a slate of officers and at-large board members for election at the next annual membership meeting. If a nominating committee is created, its proposed slate of officers and at-large directors shall be presented to the members at the same time as notice is given for the annual meeting.

ARTICLE VI: BOARD OF DIRECTORS MEETINGS

Section 6.1 Annual Meetings of the Board. The annual meeting of the Board of Directors shall take place immediately following the annual meeting of the members, at the same location, or at another time and place, as agreed to by a majority of the board.

Section 6.2 Regular Meetings. The Board of Directors shall hold regular meetings, at which any business may be transacted.

Section 6.3 Special Meeting. Special meetings of the Board of Directors may be called by the president, or by at least 20 percent of the directors, to be held at any time and for any purpose.

Section 6.4 Notice of Meetings.

- (a) Notice of the date, time and place of regular meetings shall be given to the directors and to the members pursuant to Article IX.
- (b) Notice of the date, time, place and purpose of special meetings shall be given to the directors pursuant to Article IX, but the notice shall be effective not less than two

days before the date of the special meeting.

- (c) If the president or the directors calling a special meeting declare in good faith that it is an emergency meeting, the notice shall be effective a reasonable time before the start of the meeting.

Section 6.5 Waiver of Notice. A director may at any time waive any notice required by law, the articles of incorporation or these bylaws. The waiver must be in writing, signed by the director and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting.

Section 6.6 Quorum. A quorum shall consist of one more than half the number of directors. All decisions by the board must be approved by a majority of the number of directors set by Section 5.2 of the bylaws. If a quorum is not present at any meeting, the directors present may discuss any matters, but shall not vote or make any decisions.

Section 6.7 Postponement. There shall be no postponed meetings. If a quorum is not present at any meeting, the matters scheduled for discussion or action shall be taken up at the next meeting, whether regular or special. The directors present, however, may still informally discuss any matters, but shall not vote or make any decisions.

Section 6.8 Voting. Each director must be present at a meeting to vote, and shall have only one vote on any matter coming up for decision.

Section 6.9 Electronic Meetings. An electronic board meeting may be held by telephone conference, video conference, or any other electronic means by which all members, at a minimum, have the ability to hear everyone participating in the meeting, and so long as there is a way for members to begin participation after the formal start of the electronic meeting. Participation in an electronic board meeting constitutes being present at a meeting for purposes of eligibility to vote under Section 6.8.

Section 6.10 Action without a Meeting. Any action which the board might take at a meeting may be taken without a meeting if a majority of the number of directors set by Section 5.2 consents to the proposed action in writing or by electronic mail. The consents shall state the action to be taken, and shall be maintained as part of the corporation's records.

ARTICLE VII: OFFICERS

Section 7.1 General. The officers of this corporation shall be a president, one vice president, a secretary and a treasurer. All officers are automatically members of the Board of Directors, and shall be elected as provided in Section 4.4(a). Election as an officer does not create any contract rights between the corporation and the officer.

Section 7.2 Resignation. An officer may resign by delivering a written or electronic notice to the corporation, and the resignation shall be effective on receipt, or on the date specified in the notice.

Section 7.3 Removal. Any officer, employee or agent of the corporation may be removed or discharged by the Board of Directors, but only for cause. The removal or discharge shall not affect the contract rights, if any, of the person removed or discharged.

Section 7.4 Compensation. No officer or at-large director shall receive any salary or compensation for serving. Salaries and compensation for agents of the corporation may be fixed, increased or decreased by the Board of Directors. No person may fix, increase or decrease his or her own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of the corporation, pursuant to the corporation's guidelines for reimbursement.

Section 7.5 Vacancies. If the office of president becomes vacant, it shall be filled only by the members of the corporation at the next annual or regular membership meeting, or at a special membership meeting called for that purpose. A vacancy in any other office shall be filled by the Board of Directors at its next annual or regular meeting, or at a special meeting called for that purpose. A successor president or other officer shall serve the remainder of the term of his or her predecessor, unless the successor earlier dies, becomes incapacitated, is disqualified, resigns or is removed.

Section 7.6 Delegation of Authority. The Board of Directors may from time to time 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 7.7 The President. The president shall be the chief executive officer of this corporation and shall have such general executive powers and duties of supervision and management as are usually given to the chief executive officer of a corporation, and the president shall carry into effect all directions and resolutions of the board. The president shall preside at all meetings of the members and the Board of Directors at which the president may be present.

The president shall execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal if one exists, and shall execute all other contracts and instruments for and in the name of the corporation, at the direction of the board.

The president shall have the right to participate in and vote at any meeting of any committee of the Board of Directors.

At each annual meeting of the members, the president (together with the treasurer) shall report on the activities and financial condition of this corporation.

The president shall have the same power to give notices as the secretary.

The president shall have such other duties, powers and authority as may be prescribed elsewhere in these bylaws or by the Board of Directors.

Section 7.8 The Vice President. The vice president shall work in cooperation with the president and shall perform such duties as the Board of Directors may assign. In the event of the president's death, incapacity, or inability or refusal to act, the vice president shall have all the powers and perform all the duties of the office of president until the board otherwise provides or until the office of the president is filled pursuant to Section 7.5.

Section 7.9 The Secretary. The secretary shall attend all membership and Board of Directors meetings, and shall prepare minutes of all proceedings at such meetings and shall preserve them in the minute book of this corporation to be kept for that purpose. The secretary shall perform similar duties for any committee when requested by any such committee. In addition, the secretary shall have the following duties:

- (a) act 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 members 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 handle the correspondence of the corporation;
- (f) act 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; and
- (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 of Directors.

Section 7.10 The Treasurer. The treasurer shall 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. The treasurer shall keep all other books of account and accounting records of this corporation as shall be necessary. The treasurer shall deposit all money and credits into the accounts and depositories of the corporation designated by the Board of Directors. The treasurer shall disburse or permit the disbursement of funds of this corporation in accordance with the authority granted by the Board of Directors. The treasurer shall be relieved of all responsibility for any money or other valuable property or its disbursement if the money or valuable property is transferred by the Board of Directors to any other person.

Whenever requested by the president or Board of Directors, the treasurer shall give a report on all financial transactions of this corporation and the financial condition of the corporation.

The treasurer shall be bonded at this corporation's expense if the Board of Directors so requires.

The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of this corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Directors.

ARTICLE VIII **GENERAL PROVISIONS**

Section 8.1 Depositories and Checks. The funds of this corporation shall be deposited in the banks or trust companies designated by the Board of Directors. Checks under \$1,000 shall be signed by the treasurer or other officer authorized by the board to sign on the account on which the check is drawn. Checks greater than \$1,000 shall be signed by two of the officers authorized by the board to sign on the account on which the check is drawn.

Section 8.2 Bonds. Any officer or employee handling money of this corporation shall be bonded at this corporation's expense if the Board of Directors so requires.

Section 8.3 Custodian of Securities. The Board of Directors may from time to time 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 of Directors. The Board of Directors may remove any such custodian at any time.

Section 8.4 Annual Audit. The Board of Directors shall direct that an annual audit of the books of account and financial records of this corporation be performed by an independent accounting firm if required by federal internal revenue law or if the Board of Directors otherwise deems such audit necessary or advisable.

Section 8.5 Absence of Personal Liability. The members of this corporation are not, as such, personally liable for the acts, debts, liabilities or obligations of this corporation.

ARTICLE IX: NOTICE

Section 9.1 Notices.

- a. Form of Notice. All notices shall be in writing, except as provided in Section 9.1(b). Notices sent by electronic mail, whether in the body of the electronic mail or as an attachment in Word, PDF or other format capable of being easily opened and read by the member, shall be considered written notice.
- b. Method of Notice. The notice shall be sent to the most recent street address or post office box in the corporation's records; the most recent fax number provided by the member, or the most recent electronic mail address provided by the member. If the president or secretary determine that the most effective method of notice for one or

more particular members is by telephone, then notice may be given in that manner, provided that the person making the telephone call subsequently gives the secretary a list containing the members' names, telephone numbers, the date of the call, and the purpose of the call.

c. Effective Date. A notice is effective:

- (i) When received by the member to whom it is addressed;
- (ii) Three days after being mailed by first class mail, with proper postage and as stated by the postmark;
- (iii) The day the notice is faxed if the transmission is before 5:00 p.m.; the next day if the notice is faxed after 5:00 p.m.
- (iv) The day the electronic mail is transmitted if the transmission is before 5:00 p.m.; the next day if the notice is transmitted after 5:00 pm.
- (v) On the date shown by the receipt if the notice was sent by certified or registered mail, return receipt requested, and the receipt is signed by the member or by a person authorized to sign for the member.
- (vi) The day of the telephone call if the call is made before 5:00 p.m.; the next day if the telephone call is made after 5:00 p.m.

d. Notice deadlines. Unless otherwise provided in the bylaws:

- (i) If notice is sent by mail, the notice shall be postmarked not less than thirteen days nor more than thirty days prior to the event for which notice is given.
- (ii) If notice is sent by fax or electronic mail, the notice shall be transmitted not less than ten days nor more than thirty days prior to the event for which notice is given.
- (iii) If notice is given by telephone, the telephone call shall be made not less than ten days nor more than thirty days prior to the event for which notice is given.
- (iv) If notice is sent by certified or registered mail, return receipt requested, the notice shall be postmarked not less than 25 nor more than thirty days prior to the event for which notice is given.

ARTICLE X: FISCAL YEAR

Section 10.1 Fiscal Year. The fiscal year of the corporation shall begin January 1 and end December 31, unless the Board of Directors changes it.

ARTICLE XI: AMENDMENTS

Section 11.1 Amendments. The bylaws of this corporation may be amended or new bylaws adopted upon the approval of two-thirds of the members voting at a duly constituted meeting. The corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection and copying by any member or board member at all reasonable times during office hours.

ARTICLE XII: INDEMNIFICATION

Section 12.1. Indemnification. Officers and directors shall be indemnified by the corporation to the full extent allowed by law.

CERTIFICATE

The foregoing bylaws constitute the duly amended and restated bylaws of Scarritt Renaissance Neighborhood Association as approved by the members of this corporation at a meeting held on August 6, 2012.

/s/ Leslie D. Caplan
Chairman of the Meeting

/s/ Amanda Stinger
Secretary of the Meeting