

BYLAWS
OF
ST. LOUIS ASSOCIATION OF COMMUNITY ORGANIZATIONS

June 7, 2017

ARTICLE I. NAME

The name of the corporation is the St. Louis Association of Community Organizations (SLACO).

ARTICLE II. PURPOSE

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The purpose or purposes for which the corporation is organized are:

1. To improve the general quality of life in specific neighborhoods in the St. Louis metropolitan area.
2. To organize and form new neighborhood associations.
3. To strengthen existing neighborhood organizations.
4. To serve as an umbrella organization for existing and new neighborhood organizations.
5. To coordinate the activities and efforts of existing and new neighborhood organizations.
6. To foster the development, rehabilitation, construction, operation and management of low-income housing within the meaning of Section 42(h)(5) of the Internal Revenue Code of 1986, as amended, or any successor provision.
7. To promote urban renewal, neighborhood stabilization and community initiatives in an effort to alleviate poverty.
8. The Corporation shall not intervene, or participate directly or indirectly in the political campaigns on behalf of or in opposition to any candidate for public office.

ARTICLE III. OFFICES

- A. Principal Office. The principal office of the corporation shall be located at such place, within the St. Louis metropolitan area in the State of Missouri, as the Board of Directors shall designate from time to time.

- B. Registered Office and Agent. The corporation may also have and continuously maintain a registered agent within the State of Missouri. The Board of Directors, from time to time by resolution, may change the registered agent and the address of the registered office.
- C. Additional Offices. The corporation may also have offices and branch offices at such other places as the Board of Directors from time to time may designate or the business of the corporation may require.

ARTICLE IV. SEAL

The corporation shall have no seal.

ARTICLE V. MEMBERS

- A. Members Defined. The membership in SLACO shall be made up of neighborhood associations open to all residents and engaged in work that is consistent with the purposes of the corporation as defined by Article II above.
- B. Membership Restrictions. New members shall be added after receipt of a resolution from the member organization, noting their approval of SLACO membership.
- C. Dues. Annual dues of member organizations shall be assessed, payable at the beginning of the calendar year or at the time members is sought. Continued membership is contingent upon being up-to-date on membership dues. The amount required for dues may be changed by a majority vote of members at an annual meeting of the membership.
- D. Affiliate/Supporting Relationships. The Board of Directors from time to time may establish formal methods for non-profit organizations, businesses and individuals to affiliate with and indicate their support of SLACO, and may establish a dues or membership structure as the Board sees fit. These affiliates or supporters shall not be entitled to a seat on the Board of Directors, unless serving as the community at-large members as defined in Article VII, paragraph B.
- E. Rights of Members. Each member shall be eligible to appoint one voting representative, as well as an alternative that may vote when the voting member cannot attend.
- F. Non-voting Membership. The board shall have the authority to establish and define non-voting categories of membership.
- G. Termination of Membership. Membership may be terminated for nonpayment of dues.

ARTICLE VI. MEMBERSHIP MEETINGS

- A. Regular Membership Meeting. Regular meetings of the members shall be held at least once per year, at a time and place designated by the Board of Directors.
- B. Annual Meeting. An annual meeting of the members shall take place in the month of March, the specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect **the board of directors**, receive reports on the activities of the corporation, and determine the direction of the corporation for the coming year.
- C. Special Meetings. Special meetings may be called by the President, the Executive Committee or a simple majority of the Board of Directors.
- D. Notice of Meetings. Notice of each meeting shall be given to each voting member by email or regular mail, not less than one week prior to the meeting.
- E. Voting. All issues to be voted on shall be decided by a simple majority of those members in attendance at the meeting in which the vote takes place. Each member organization shall have one voting representative, as noted in Article V.E.

ARTICLE VII. BOARD OF DIRECTORS

- A. Management. The Board of Directors shall be the ultimate governing authority of the corporation.
- B. Board Composition. The Board of Directors shall consist of not less than seven (7) and not more than fifteen (15) members. The majority of the members will be selected from member organizations in the St. Louis metropolitan area. The board may also include a maximum of four (4) community at-large members committed to the principles and purposes for which the organization was established. At least one-third of all members of the board must be elected and/or selected from low-income neighborhoods.

The metropolitan area served by the organization shall be divided into geographic clusters, with a director selected to represent each geographic cluster. Member organizations in each of the geographic clusters will select and nominate a director to serve a board term. **Member organizations within a cluster may also select an alternate who may serve as a voting director if the representative is not able to attend a meeting.** If there are no organization members in a specific geographic cluster, there will be no director for that cluster.

The composition of the Board of Directors and the geographic clusters will be reviewed by the Board of Directors every five years and adjusted, if needed, to adjust to geographic shifts, changing membership or other conditions.

- C. CHDO Board Requirement. As a certified Community Housing Development Organization (CHDO), at least one-third of the board must be representatives of the low-income community served by

SLACO. In addition, no more than one-third of the board may be representatives of the public sector, including employees of the City of St. Louis.

- D. Public Office. Any director seeking political office shall be required to resign his or her position on the SLACO Board of Directors.
- E. Compensation. Directors shall serve without compensation and shall receive no grants or financial benefit from the corporation, except as reimbursement for reasonable expenses as authorized by the board.
- F. Executive Committee. The Executive Committee shall consist of the elected officers of the board and the executive director, who shall be ex-officio without voting privileges. **The officers may also appoint additional directors or members to the Executive Committee for a specific time period.** Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and shall be subject to the direction and control of the full board.
- G. Annual Meeting. The annual meeting of the Board of Directors shall be held in April at a time and place to be determined by the board, with due regard for the convenience of all board members. The annual meeting shall be held for the purpose of electing officers and transacting other business as may come before the meeting. Additional meetings shall be scheduled as needed.
- H. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) directors. Special meetings shall be held at convenient times and places. The board shall take all reasonable steps to notify all directors and other interested parties of the time, place and agenda of special meetings.
- I. Electronic Voting. At the discretion of the President, the board may vote on time-sensitive matters through electronic means, provided relevant background information is delivered electronically or by other means allowed in these bylaws at least 48 hours prior to the deadline for electronic voting.
- J. Quorum. A simple majority of the board shall constitute a quorum for conducting business.
- K. Manner of Acting. Only directors shall be entitled to vote. Except where otherwise specified herein, decisions of the board shall be made by simple majority of those present and entitled to vote.

Directors shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporation's purposes or can reasonably be expected to benefit the corporation. Directors shall use discretion and good business judgment in discussing the affairs of the corporation with third parties.

L. Duties and Powers of the Board of Directors.

1. Carry out the purposes of the corporation, implement the decisions of the organization, and coordinate the implementation of programs and improvement strategies.
- 2) Supervise the activities of all officers, directors, committees, employees and agents of the corporation in the performance of their delegated responsibilities, and investigate any possible conflicts of interest within SLACO.
- 3) Report periodically, orally and in writing, to the member organizations as well as to SLACO funders and other external organizations and institutions, requiring or otherwise benefiting from such information, as to the status of SLACO's various community improvement efforts.
- 4) Provide notices of meetings, minutes and reports to appropriate parties, as required by these bylaws, the membership, funders or as otherwise considered appropriate.
- 5) Determine by whom and in what manner contracts and other instruments shall be executed on behalf of the corporation.
- 6) Retain legal and accounting assistance, among other contractors, on behalf of the corporation, including contracts for audits.
- 7) Handle all contacts with media representatives of any types.

M. Records. The Board of Directors shall keep records of proceedings at all formal board meetings and such other records and books of account as shall be necessary and appropriate to the conduct of the corporation's activities and the corporate records.

ARTICLE VIII. TERMS AND ELECTION OF DIRECTORS

A. Appointment of Board of Directors. The board of directors for the coming year will be nominated and elected at the annual membership meeting. This will include the nomination of representatives from geographic clusters that currently do not have a director or whose director has completed his or her term. That representative shall be appointed or elected by the members within the geographic cluster prior to the annual meeting. If there are no members within a geographic cluster, there will be no board representative. The board of directors in place prior to the membership meeting will also elect any new board members that will fill a community at-large vacancy on the board of directors.

The members of this Board of Directors shall immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

- B. Tenure. The Directors shall constitute the Board and shall be elected for terms of up to three years. Board of Director terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire. Directors may serve a maximum of two three-year terms.
- C. Removal. Any Director may be removed from the Board of Directors at a meeting called for that purpose upon the affirmative vote of two-thirds of all Directors.
- D. Vacancy. Any vacancies occurring in the Board among elected cluster members shall be filled by a member selected by that geographic cluster. The newly elected director will complete the unexpired term of the director being replaced. In the case of community at-large members vacancies will be filled by a majority vote of the members of the Board of Directors

ARTICLE IX. OFFICERS

- A. Officers of the Corporation. Officers of the corporation shall include the President, Vice-President, Secretary, and Treasurer, and such other officers or agents as the Board deems necessary. A person may not hold more than one office. Officers shall serve without compensation.
- B. Election and Term of Office. A nominating committee shall consist of a chairperson and vice-chairperson selected by the board to prepare a slate for the election of officers. Elections will be held at the annual board meeting. Nominations may also be accepted from the floor. The officers shall serve one-year terms.
- C. Duties of the Officers.
 - 1. President. The President shall preside at all Board meetings and work with the professional staff to carry out resolutions and policies approved by the Board. The President shall sign such documents on behalf of corporation as are consistent with the policies of the board.
 - 2. Vice-President. The Vice President shall assume the duties of the President in the President's absence. The Vice-President shall assume such duties as may be required by the board.
 - 3. Secretary. The Secretary shall keep minutes of the board, and shall be responsible for safeguarding all documents and records of the corporation. The Secretary shall have the power to execute on behalf of the corporation; certificates evidencing resolutions and actions approved by the board, and shall assume such duties as may be required by the board.
 - 4. Treasurer. The Treasurer shall have custody of the corporate funds and accounts and shall keep full and accurate account of all receipts and disbursements in the corporate book of account, The Treasurer shall render to the directors quarterly reports on

the financial conditions of the corporation. The Treasurer may assume such other duties as the board may require.

- D. Removal. Whenever the Directors judge that the best interest of the corporation would be served, any officer elected or appointed may be removed upon the affirmative vote of two-thirds of all directors.
- E. Vacancies. A vacancy in the office of President shall be filled by the Vice-President for the unexpired portion of the term.

ARTICLE X. COMMITTEES AND COUNCILS

- A. Committees. The board of directors may designate regular or special project committees, or such committees as designated by the president. Standing committees may include: Advocacy Committee, Development Committee, Finance Committee, and Strategic Planning Committee.

The chairperson for each committee shall be appointed by the board president. Each committee shall include at least one member of the Board of Directors. Representatives from member organizations shall be encouraged to participate in at least one committee. All committees shall keep brief minutes of committee meetings and submit a summary of the minutes at board meetings.

- B. Advisory Councils. The Board may appoint an advisory council, or advisory councils who shall assume such duties as specified by the board. Such advisory councils may include any persons as the board may determine as appropriate.
- C. Vacancies. Vacancies in the membership of any committee or council may be filled by appointment made in a manner similar to the original appointments.
- D. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee or council, a simple majority of the whole committee or council shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee or council.

ARTICLE XI. PROFESSIONAL STAFF

- A. Staff. The Corporation may employ a staff of professionals on a full or part time basis as it deems necessary to best serve the purpose of the organization.
- B. Executive Director. The work of the professional staff shall be supervised by an executive director, who shall be primarily responsible for representing the professional staff at board meetings and for implementing the policies and decisions of the board. The Executive Director, with the approval of the board, shall have the responsibility for hiring and discharging staff members and for developing personnel policies and setting up criteria for staff.

- C. Compensation. Members of the professional staff shall be compensated for their work as the board shall resolve.

ARTICLE XII. NON-DISCRIMINATION AND EQUAL EMPLOYMENT COMPLIANCE

- A. Non-Discrimination. The corporation shall not discriminate against any employee, agent, organization or applicant for employment, agency or organizational affiliation because of race, color, religion, sex, age, national origin, or handicap.
- B. Equal Employment Compliance. It shall be the policy and practice of the corporation to comply fully with federal, state, and municipal laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights.

ARTICLE XIII. CONTRACTS AND FUNDS

- A. Contracts. The Board of Directors may authorize the President or the President's designee to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific circumstances.
- B. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation in excess of \$1,000.00, shall be signed by two Board of Directors members as authorized by the Board of Directors.
- C. Deposits and Funds. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- D. Contributions, Gifts, etc. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.
- E. Loans. No loans or advances shall be contracted on behalf of the corporation and no note or other evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors. Any such authority shall be confined to specific transactions.

ARTICLE XIV. LIABILITY OF OFFICERS AND DIRECTORS

- A. No director or officer shall, in any way, be personally liable or responsible for any debt or obligation incurred by or on behalf of, or imposed on this corporation. Every person who is or has been a director or an officer of this corporation shall be indemnified by the corporation against all expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party, defendant, or with which he or she may be threatened, by reason of or growing out of or connection to his or her having been or being a director or officer of the corporation. The term "expenses" includes amounts paid in satisfaction for judgments or in settlements other than

amounts paid to the corporation itself. The corporation shall not, however indemnify any director or officer in relation to matters as to which he or she shall be adjudged liable for negligence or misconduct in the performance of his or her duties as such director or officer.

Further, the corporation shall not indemnify any director or officer in the case of settlement until it shall be approved first, by a majority of the directors of the corporation then in office other than those involved, by a majority of a committee selected by the Board. The foregoing right of indemnification shall not be exclusive, but shall be in addition to any and all other rights and remedies to which such director or officer may be entitled as a matter of law.

ARTICLE XV. INTEREST IN TRANSACTIONS

- A. No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because director/officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contractor transaction, or solely because his or her vote is counted for such purpose, if:
1. The material facts of his/her relationship and interest in as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested directors may be less than a quorum; or
 2. The contract or transaction is fair as to the corporation as of the time it is authorized or approved by the Board of Directors or a committee thereof. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes the contract or transaction.

ARTICLE XVI. FISCAL YEAR

- A. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE XVII. NOTICE

- A. Notice Deemed Given. Whenever under the provisions of these bylaws, notice is required to be given to any director or officer, such notice shall be deemed to be delivered when delivered by e-mail, deposited in the United States mail with the postage thereupon prepaid, delivered in person to the individual, or when notified by telephone call.
- B. Attendance as Waiver. Notice of any meeting required to be given under the provisions of these bylaws or under the provisions of the Missouri general not-for-profit corporation laws shall be deemed waived by the attendance at such meeting of the party or parties entitled to notice

thereof, except where a party or parties attend a meeting for the purpose of objecting to the transaction of any business because a meeting was not lawfully called or convened.

- C. Waiver of Notice. Any notice required to be given under the provisions of these bylaws or the provisions of the Missouri not-for-profit corporation laws may be waived by the persons entitled thereto by signing a waiver of notice before or after the time of said meeting, and such waiver of notice shall be deemed equivalent to the giving of such notice. Such waiver of notice may be executed in person by the party entitled thereto or his agent duly authorized in writing to do so.

ARTICLE XVIII. AUDIT

- A. The accounts of this corporation shall be audited from time to time as authorized by the Board of Directors. Such audit shall be made by a certified public accountant of recognized standing who is not a member of the corporation, and the certified report of such auditor shall be submitted to the Board of Directors.

ARTICLE XIX. AMENDMENTS

- A. These bylaws and the corporation's Articles of Incorporation may be altered, amended or repealed and new bylaws may be adopted by a two-thirds vote of the Board of Directors present at any regular meeting. Each proposed amendment shall be presented at least 15 days prior to being voted on and shall also specify the date of its effectiveness and be printed in the minutes of that meeting.

ARTICLE XX. LIMITATIONS

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

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

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
2. By a corporation, contributions to which are deductive under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XXI. DISSOLUTION

- A. Upon the dissolution of the corporation, the Board of Directors shall, after making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XX. SEVERABILITY OF PROVISIONS

- A. If any of the provisions of the these bylaws shall be found void or unenforceable for whatever reason by any court of law or equity, it is expressly intended that every other provision of these bylaws shall remain valid and enforceable.

The bylaws of this corporation are amended, effective _____ (date).

President

Secretary