

Museum Hill Neighborhood Association,

Incorporated Bylaws as Amended,

Fully Restated and Adopted December 6, 2015

ARTICLE I: Name, Area and Governance

A. The name of the organization shall be the Museum Hill Neighborhood Association,

Incorporated, hereinafter also referred to as "MHNA."

B. The area shall be the Museum Hill Historic District, which is further defined by the city plat attached hereto and made a part of these By-Laws by this reference.

C. MHNA shall be governed by a Board of Directors, the number and scope of which are addressed in ARTICLE IV: Leadership of the Organization. In the absence of paid or volunteer staff, the daily operations of MHNA shall be overseen by the Board of Directors, the number and scope of which are addressed in ARTICLE V: Direction of Leadership.

D. MHNA, Inc. is a nonprofit corporation, organized for educational and charitable purposes.

E. The annual meeting of the corporation shall be in December of each year.

ARTICLE II: Purposes

The purposes of the MHNA shall be:

A. To foster community improvement within, but not limited to, the area known as the Museum Hill Historic District, as delineated by both National Trust designation and by the Landmark Commission of the City of Saint Joseph, Missouri, to include those areas immediately adjacent to the MHNA and those properties listed on the original inventory compiled for the National Trust request;

B. To encourage restoration and preservation of property within the district;

C. To participate in the beautification and reestablishment of all public areas within the District,

and to support necessary public improvements;

D. To stabilize the community by fostering civic pride;

E. To have the power to acquire and hold property, both real and personal, by gift, bequest, purchase or devise; such property shall be utilized to foster the aforementioned goals, which shall not be contrary to the laws governing the General Not-For-Profit Corporation Act;

F. To encourage and advocate for, but not sponsor, political legislation in support of preservation, restoration, and improvement of the Museum Hill Historic District, as well as other historic districts and properties;

G. To raise the necessary moneys to carry out the programs initiated by the MHNA Organization;

H. At the direction of the Board, to support any social and civic organizations whose purposes are complementary to those of the MHNA;

I. To function as a neighborhood association for the Museum Hill Historic District, affording its members the opportunity to network and interact socially while also assuring the viability of the neighborhood and its residents;

J. To encourage, educate about, foster and hold Preservation and Conservation Covenants and Easements for the Museum Hill Historic District and other qualifying properties within and without the district;

K. To market the Museum Hill Historic District and to assist in increasing Real Property values; and

L. To promote, encourage and further outside investment into the Museum Hill Historic District, in particular, and the greater Saint Joseph area, in general.

ARTICLE III: Membership

A. Eligibility. There shall be three (3) classes of membership in the Museum Hill Neighborhood Association — Voting, Non-voting, and Special. All eligibility shall comply with Article X: Non-discrimination.

(1) Voting membership shall be open to those persons of eighteen (18) years of age or over, who are residents of or operate a business or institution in the area described in Article I, Section B and who have paid their annual dues. Those homeowners whose properties were included in the original inventory of the District for the National Trust may also become voting members by paying dues on an annual basis.

Persons who own property within the Museum Hill Neighborhood, but do not live in that property, may apply to the Board to be voting members of the Association and will be accepted as members if they are working on a home with the intention of living there or have successfully restored properties within the neighborhood to living condition with respect for the historic nature of the District.

(2) Non-voting membership shall be all persons of eighteen (18) years of age or over, who are residents of, or who operate a business or institution in the area described in Article I, Section B, but who have not paid annual dues.

(3) Special membership shall be open to any individual, corporation, partnership, institution, organization, school, and government body with an interest in advancing the purposes, mission and vision of MHNA.

B. Requirements. Any individual, corporation, partnership, institution, organization, school, and government body may become either a voting or a special member by filing with the Treasurer of the Association an application for membership and by paying an initial membership fee to be determined by the Board of Directors. To remain a voting or special member in good standing requires payment of annual dues.

C. Privileges.

(1) Each voting member and household in good standing, and only voting members and households in good standing, shall be entitled to participate in the business meetings of the Association and shall be entitled to vote on each matter that comes before the Membership for approval or ratification.

(2) Membership on the Board of Directors, including holding a leadership position, may be held only by voting members who are in good standing.

(3) Special members shall be entitled to privileges as set from time to time by the Board of Directors.

D. Membership Classes and Terms. The membership classes of the Association and the terms of those classes may be revised, as necessary, by the Board of Directors.

E. Dues. The dues of the various classes of membership shall be set by the Board of Directors at the November meeting for the following year.

F. Voting

Museum Hill Neighborhood Association, Amended BY-LAWS, fully restated and accepted December 6, 2015.

(1) Voting Privileges. Each voting member, whether individual and household, who, according to the membership roll of the Association, is in good standing thirty (30) days prior to a meeting, shall be entitled to vote.

a.) "Individual membership" entitles each holder to one vote per issue per meeting.

b.) "Household membership" entitles each household to one vote each of not more than two adults living in the household (and who have been specified as active members on the registration form) per issue per meeting. Additional "Individual" memberships may be purchased for other adults living in the household, allowing these holders voting privileges (see Article III, Section F, Item 1.c.).

c.) A person holding an "Individual" membership and living within a household holding a Household membership shall be entitled to one vote in his own name.

(2) Proxy. No member may vote by proxy.

(3) Quorum. For a membership of up to 100 persons, the presence of thirty percent (30%) of paid voting members represented in person at any regular or business meeting of the Association shall constitute a quorum. Once paid memberships reach 101 members, a quorum shall be reached by the presence of twenty-five percent (25%) of the paid, voting membership at the Annual and any Special Meeting.

(4) Majority. The majority of the votes entitled to be cast by the voting members present at the meeting at which there is a quorum shall be necessary for the adoption or rejection of any matter voted upon by the members, unless specific requirements are noted elsewhere in the bylaws.

(5) Override of Board Decisions. The paid, voting membership may override any decision of the Board. Override action shall be initiated by two-thirds (2/3) vote of the membership present at a membership meeting at which there is a quorum on a motion to consider whether to override a Board decision. If the motion passes, then at the next membership meeting a vote of the paid,

voting members will be taken on whether to override the Board decision. An override shall take effect if a majority of members present at the membership meeting at which there is a quorum vote in favor of the override. At least seven (7) days written notice shall be given to the membership that the override motion will be considered at the membership meeting.

ARTICLE IV: Leadership of the Organization

A. Definition

The leadership of the Association and of the Corporation shall be one and the same and shall serve as the governing body for the Corporation (hereinafter known as “The Board of Directors”).

B. Number and Qualifications

(1) The Leadership of the Organization, hereinafter also referred to as “Board” or “the Board,” shall consist of eight (8) members, to include the Past President (Chair of the Board), President, Vice President, Secretary, Treasurer and three (3) members elected at large.

(2) Each member of the Board must fulfill the requirements of a Voting Member of the MHNA, as set forth in ARTICLE III, Section A, Item 1.

C. Election and Term

(1) The Board of Directors is elected at the Annual Meeting in December by a majority vote of the membership of the Association, as defined in Article III, Section A, Item 1 (Voting Membership) and Section F (Voting).

(2) The proposed slate of officers and new board members shall be published, whenever feasible, in the November newsletter.

(3) Upon the adoption of these bi-laws, two (2) directors will be elected for a two (2) year term and one (1) for a one (1) year term. Directors, thereafter, elected at large shall serve one two (2) year term. One (1) of the Directors’ terms shall begin after the annual meeting of the membership in each odd- numbered year, and two (2) shall begin after the annual meeting of the membership in each even-numbered year.)

(4) Officers and directors may serve a maximum of four (4) consecutive terms in the office that they were elected.

(5) Only one (1) member of a family may serve on the board at any given time, regardless of address.

D. Removal from the Board of Directors

(1) Any member of the Board who fails to attend three (3) consecutive Board meetings or three (3) consecutive regular membership meetings may be notified in writing of such failure by the President. Subsequent failure on the part of the member of the Board to reply to the President with a satisfactory excuse for the absences shall serve grounds for dismissal from the Board by a majority vote of the Board.

(2) The membership may remove any member of the Board. Removal of a Board member shall be initiated by two-thirds (2/3) vote, of the membership present at a membership meeting at which there is a quorum, on a motion to consider whether to remove a Board member. If the motion passes, at the next membership meeting a vote will be taken on whether to remove the Board member. Removal shall take effect if a majority of members present at the membership meeting vote in favor of removal. At least seven (7) days written notice shall be given to the membership that the motion to remove a Board member will be considered at the membership meeting.

E. Resignation

(1) A member of the Board may resign at any time.

(2) The resignation shall be made in writing and shall take effect immediately, without acceptance.

(3) If the President resigns, the Vice President shall become President and shall serve until the next election. Upon resignation, the President relinquishes the right to hold a position on the Board as Immediate Past President. The President shall ask the Nominating Committee to present a candidate for the position of Vice President at the next Board meeting.

(4) If the Immediate Past President/Chairman of the Board resigns from the Board, that position on the Board may remain vacant until the term expires, or the Board may appoint a replacement as Chair of the Board.

F. Vacancies

The President, with the counsel of the Nominating Committee, shall make appointments to fill

vacancies on the Board. Such appointments must be approved by a majority vote of the Board.

G. Quorum

The presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business at all meetings of the Board.

H. Voting

Each member of the Board shall have (1) vote at all meetings of the Board. Proxies shall not be allowed.

I. Place and Notice of Meetings

The Secretary shall be responsible for giving notice of regular meetings of the Board. Regular mail or e-mail may be used for this purpose. The date, time and place of each board meeting shall be posted on the Association website at least 48 hours prior to the meeting.

J. Special Meetings of the Board

(1) A special meeting of the Board may be called at any time by the President.

(2) The President must, upon written notice of any two (2) members of the Board, call a special meeting to be held not more than seven (7) days after the receipt of such request.

(3) The President shall serve notice of special meetings upon each member of the Board at his or her last known address or e-mail address at least two (2) days prior to the date of the meeting. The time and place of the meeting, and the business to be transacted, shall be specified. The date, time and place of each special meeting of the board shall be posted on the Association website at least 48 hours prior to the meeting.

(4) Members may use regular mail or e-mail to request the President to call a special meeting. The President may use regular mail or e-mail to provide notice of a special meeting to all Board members.

(5) At any meeting at which all members of the Board are present, although held without notice, any business may be transacted which might have been transacted if the meeting had been called with notice, unless otherwise prohibited by the bylaws of the Corporation.

K. Powers and Duties

(1) The Board shall be responsible for the control and oversight of the business affairs, property and interests of the MHNA. The Board shall also be responsible for management of the MHNA in the absence of the Executive Director.

(2) The Board shall be responsible for setting policies and, in the absence of an Executive Director, procedures for the MHNA.

(3) The Board shall submit for approval by a majority vote of the paid, voting membership at the December Annual Meeting, a budget for the next calendar year.

(4) The Board shall be responsible for the control and oversight of the business affairs, property and interests of the MHNA. The Board shall also be responsible for management of the MHNA in the absence of any managing agent.

(5) The Board shall be responsible for setting policies and, in the absence of a managing agent, procedures for the MHNA.

(6) In addition to the committees specified in ARTICLE VI of these Bylaws, the Board may create and the President will appoint committees to assist in the conduct of the affairs of the MHNA.

(7) The Board shall have the authority to set the amount of annual voting membership dues and annual non-voting membership dues. A two-thirds (2/3) vote of the Board shall be necessary to determine the amount of said dues.

(8) Each member of the Board elected at the annual meeting of the membership shall take office immediately.

(9) The Board shall publish a newsletter a minimum of five (5) times each year. The newsletter shall be distributed to members of the MHNA, residents of the Museum Hill Historic District, and to other interested parties as requested or as deemed appropriate by the Board.

(10) The Board may appoint, by majority vote, the Publications Director for the newsletter and the website, who shall serve at the discretion of the Board.

(11) The Publications Director of the newsletter and the website is responsible for assuring that the newsletter and website are published and written pursuant to the purposes of the MHNA, as set forth in ARTICLE II of these Bylaws.

L. Managing Agent

(1) The Board is empowered to retain by majority vote the services of a managing agent, herein known as "Executive Director, who shall serve at the discretion of the Board.

(2) The Executive Director shall be a member, voting or

non-voting, of the MHNA.

(3) Powers and Duties of the Executive Director

a. The Executive Director shall serve as the Chief Executive Officer and shall, in consultation with the President, administer the daily operations of the MHNA. The Executive Director shall operate under the direction of the Board and implement the strategic plan created by the board.

b. The Executive Director shall be responsible for raising funds necessary to fulfill the purposes of the MHNA, as set forth in ARTICLE II of these Bylaws.

c. The Executive Director shall report activities of the corporation and status of its projects to the Board at each regular Board Meeting.

d. The Executive Director shall receive application for membership to the MHNA, keep an up-to-date membership dues list, issue notices of dues payable, be in charge of collection of dues, provide each new member of the MHNA with a copy of these Bylaws and a membership list, and shall periodically update the membership list and provide it to members of the MHNA.

M. Telecommunications

Any member of the Board may participate in a regular or special Board meeting by any means of communication through which the member and other persons so participating and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by such means constitutes presence at the meeting. A conference call would be one example of such a meeting and means of communication.

N. Board Action Through E-Mail Communications

Any Board member may request that the President (or President Elect) circulate a motion for Board action by e-mail notification to all other Board members at their last known e-mail address. The President (or President Elect) shall e-mail such motion within 48 hours of the request being made. Should the President (or President Elect) fail to e-mail such motion within

48 hours due to absence, incapacity or for any other reason, the requesting Board member may do so him- or herself with the same force and effect as if it had been e- mailed by the President (or President Elect). The subject of such motions must be relatively minor in nature and may not involve the transfer, sale or acceptance of real property, the expenditure or obligation of more than \$500, termination of 26membership, removal of a Board member, indemnification, appointments to the Board, or the hiring, firing or taking of other personnel actions. One week after the date the motion was e-mailed to all Board members, it will become an official act of the Board if: (a) an absolute majority of all Board members (at least five plus the suggesting member who is assumed to approve) approves the motion through e-mail to all other Board members at their last known e-mail address and (b) if no Board member who responds within the week objects to acting on the motion through e- mail.

ARTICLE V: Direction of Leadership

A. Executive Leadership

The Officers of the MHNA shall be the President, Vice President, Secretary and Treasurer. No member shall hold more than one office at one time.

B. Election of Officers

(1) The officers and directors at large will be elected by a majority of the paid, voting members at the annual membership meeting.

(2) When new members join after January 1, the treasurer will receive their application and dues and give the contact information to the secretary who will record the information and include them as members in the next regular correspondence of the association.

C. Term of Office

Officers shall serve one year terms. Neither the President nor the Vice President shall serve more than four (4) consecutive terms in their office. For purposes of this Section, any fraction of a one-year term shall be considered a full term. Officers shall hold office until their successors have been qualified and duly elected or until removed.

D. Powers and Duties

(1) The President shall be the Chief Volunteer Officer and shall preside at all Board and membership meetings. The President shall appoint heads of committees, subject to the approval of the other Board members, and shall be an ex officio member of all committees. The President shall be responsible for reporting on decisions of the Board. The President shall be

responsible for giving notices in the 27 manner required by these Bylaws and by law.

(2) The Vice President shall perform the duties and exercise the powers of the President in the absence of the President and shall work with the President on such internal and external affairs of the MHNA as shall be assigned by the President. If the President is unable to fulfill his/her term, the Vice President shall become the President.

(3) The Secretary shall attend all meetings of the Board and membership meetings and shall record votes and keep minutes of such meetings in one or more books provided for such purpose. Computer and digital files may be used in addition to, but not in lieu of, paper records. The Secretary shall be the custodian of the corporate records. The Secretary shall have such authority and perform such duties as the Board from time- to time may prescribe. In the absence of, or in addition to, the Secretary, the President may appoint an Assistant Secretary to give notice or keep the votes and minutes at a meeting.

(4) The Treasurer shall assist the Board in preparing an annual budget for the upcoming year, to be presented for comment at the November meeting and voted upon at the Annual Meeting. The Treasurer shall report monthly to the Board and to the membership concerning the financial conditions of the MHNA. The Treasurer shall assure the preparation and submission of the annual income tax return each year, as well as any reports or filings required by the State of Missouri or any other governmental entity. The Treasurer shall keep and maintain in books the records of the Corporation, accurate accounts of receipts and disbursements, and shall deposit all moneys and valuable effects of the MHNA, in the name of the MHNA, in such depositories as the Board may designate and shall make disbursements of the funds and securities of the MHNA upon orders of the Board. Computer and digital files may be used in addition to, but not in lieu of, paper records. Checks must be signed by any two (2) of the following: President, Vice President, Secretary, and Treasurer. In the event that an Executive Director is in place, the Executive Director may be added as a signatory and his/her signature may be used as one of the two required signatures.

ARTICLE VI: Committees

It shall be the duty of the President, with the approval of the Board of Directors, to appoint committees as the need arises to fulfill the purposes of the organization. The head of such committees shall be appointed by the President, with the approval of the Board of Directors. No members or committees shall contract for, or incur, any expense in the name of the MHNA, without authorization from the Board of Directors. One (1) member of the Board shall serve as

a liaison between the Board and a single committee. The head of each committee, and all members of a committee with the power to vote on committee business, shall be voting members of MHNA as described in Article III, Section A, Item 1.

There may be the following committees, as needed:

A. Executive Committee

The Executive Committee shall be comprised of the officers of the Board and the Past President. The Executive Committee shall be empowered to act in the best interests of the Board and the MHNA, in the event of an emergency or situation requiring immediate response (e.g., response to the City on a matter concerning the Museum Hill Historic District that arises between regular meetings). The Executive Committee shall also serve as the Audit and Finance Committee, reviewing monthly financials and compiling annual reports, as well as the annual budget proposal. All activities and decisions of the Executive Committee shall be reported to the Board at its next regular meeting. The President of the Board may also choose to inform the Board of events and activities of the Committee via e-mail in advance of the next regular meeting.

B. Nominating Committee

The Nominating Committee shall prepare a slate of Directors for election at the Annual Meeting in December. The Nominating Committee shall be composed of at least three (3) voting members. The Committee for the coming year shall be appointed at the Annual Meeting. Any member of the Nominating Committee who wishes to run for election for any position shall resign from the Committee no later than the March membership meeting. The Nominating Committee shall prepare and present a slate of nominees for any and all open positions on the Board at least one (1) meeting prior to the annual membership meeting. The slate shall also be published in the November newsletter whenever feasible. An opportunity shall be made available for presentation of other nominees prior to the annual membership meeting. Election shall be held at the annual membership meeting.

C. Residential Promotion Committee

The Residential Promotion Committee may be charged with developing and maintaining the beauty, safety and historic nature of the neighborhood in such a way that attracts visitors and prospective buyers into the neighborhood and draws residents into the Museum Hill Neighborhood Association. This committee shall also be responsible for organizing and conducting homes tours and neighborhood tours on a regular basis. The committee may be

comprised of three sub-committees.

(1) The Promotions Sub-Committee shall develop programs to attract potential home buyers and new residents to MHNA. This sub-committee may work with the Marketing committee to organize and conduct house tours, neighborhood tours, and open houses for properties in the District that require preservation. The Promotions Sub-Committee may devise other strategies that could be helpful in furthering the objectives of the MHNA.

(2) The Safety Committee may develop and administer programs to monitor and assist law enforcement authorities in their efforts to make the District a safe place to live and work.

(3) The Beautification Committee may be responsible for devising, implementing, and participating in programs to beautify all public areas within the District. Examples would include the neighborhood cleanup project.

D. Landmarks and Government Liaison Committee

The Landmarks and Government Liaison Committee may be responsible for assuring the historic integrity of our neighborhood and may review and comment on plans for alterations to the exterior of existing buildings; the construction of new buildings; and demolition of buildings in the District to determine whether there is compliance with the MHNA Rehabilitation and New Construction Standards. The Chair and Co-Chair of the Landmarks and Government Liaison Committee may be the MHNA representatives to City of St Joseph Landmarks Commission and Landmark Review Board, respectively. The Committee may review and comment on requests for variances from the existing zoning classifications within the District and on proposals to the Landmarks Commission for properties within the Museum Hill District. The Landmarks and Governmental Liaison Committee is empowered, upon the approval of the Board, to testify before any court or public body on behalf of the MHNA to carry out these purposes.

E. The Resource Development Committee

The Resource Development Committee may be responsible for developing the monetary and human resources required to carry out the mission of the MHNA. The Committee may be comprised of three sub-committees: Marketing & Communications; Membership & Social Involvement; and Fundraising.

(1) Marketing & Communications Sub-Committee – The Marketing & Communications Sub-Committee may be responsible for a variety of communications with the public, all of which may promote the livability and beauty of the neighborhood; its history and future and the

significance of its architecture and heritage; and its idyllic setting for tours and other purposes for visitors. This committee may produce and publish the newsletter, the MHNA website, preparation of draft policy statements, and the establishment and maintenance of contact with various entities and organizations in the area. The President of MHNA, the Editor of the newsletter and the MHNA Webmaster shall be ex-officio members of the Communications Committee. The MHNA President shall continue to be the official spokesperson for MHNA unless he or she delegates such responsibilities.

(2) Membership & Social Involvement Sub-Committee – The Membership and Social Involvement Committee may develop and implement projects to maintain and increase membership in the MHNA and to provide services to the membership, including planning the social portion of the monthly membership meetings and periodic social outings and special events for the membership.

(3) Fundraising Committee – The Fundraising Committee may– through a variety of activities and events – produce revenue for the MHNA. Such revenue may be used for general purposes as set forth in ARTICLE II of the bylaws or for specifically targeted purposes with the approval of the Board.

ARTICLE VII: Indemnification and Insurance

A. Indemnification

(1) MHNA shall, to the extent legally permissible, indemnify each of its Board members, officers and employees against all liabilities and expenses, including amounts paid in satisfaction or compromise of judgments, fines and penalties, and counsel fees, reasonably incurred in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal in which the indemnified parties may be involved or with which the indemnified parties may be threatened while in office or thereafter, by reason of being or having been such a Board member, officer or employee, or by reason of any action or omission in any such above described capacity; except with respect to any matter as to which such indemnified party shall have been finally adjudicated in any action or proceeding not to have acted in good faith in the reasonable belief that action was in the best interest of MHNA, or if otherwise prohibited by law.

(2) Expenses, including counsel fees reasonably incurred by any such Board member, officer or employee in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by MHNA in advance of the final disposition thereof upon approval of a quorum of the membership of the Board and upon receipt of an agreement

by such individual to repay the amount paid by MHNA if he or she be adjudicated to be not entitled to indemnification in accordance with the standards set forth above. The right of indemnification hereby provided will not be exclusive of or affect any other rights to which any Board member, officer, or employee may be entitled. Nothing contained herein shall affect any rights to indemnification to which MHNA's employees may be entitled by contract or otherwise under law. As used in this Article, the terms "indemnified party," "Board member," "officer" and "employee" shall include their respective heirs, executors and administrators, and the term "Board member" includes one against whom in such capacity the proceedings in question or another proceeding on the same or similar ground has been pending.

B. Insurance. MHNA may obtain one or more policies of insurance covering any liability it may incur hereunder and may pay any premiums required thereon. The maintenance of any such insurance policy shall not relieve MHNA of any obligation hereunder except that the proceeds of any such policy may be used to reimburse MHNA for any payments made to any indemnified party, pursuant to this Article.

ARTICLE VIII: Non-Discrimination

The Association shall not discriminate on the basis of color, creed, national origin, race, religion, age, disability, gender, marital status, sexual orientation, or receipt of public assistance.

ARTICLE IX: Amendments

The Bylaws may be adopted, amended, or repealed by voting at any regular monthly meeting of the membership, provided that the proposed amendments to these Bylaws have been submitted in writing to all voting members not less than two (2) monthly meetings, before the meeting at which voting on such is conducted. A two-thirds (2/3) vote of the membership of the MHNA present at the meeting at which such voting is conducted must approve amendments to these Bylaws.

ARTICLE X: Parliamentary Procedure

Where Parliamentary Procedures are not covered by these Bylaws and strict Parliamentary Procedures may be invoked by the person chairing the meeting, Robert's Rules of Order, New

Revised shall be followed.

ARTICLE XI: Conflict of Interest

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December 6, 2015.

Any member of the board who has or potentially has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall declare such conflict of interest and refrain from discussion and voting on said item.

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