

# **OLD TOWN REVITALIZATION COMPANY BYLAWS**

## **ARTICLE I: Name and Offices**

The name of the corporation shall be Old Town Revitalization Company (the "Company"). The principal office of the Company shall be at such location within the City of Jefferson, Missouri (the "City") as may be determined by the Board of Directors of the Company (the "Board").

## **ARTICLE II: Nonprofit and Tax Exempt Status**

The Company is organized as a nonprofit corporation under the Missouri Not for Profit Corporation Law, Chapter 355 R.S.Mo., and shall operate as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended.

## **ARTICLE III: Area**

The area served by the Company shall be Old Town District ("Old Town"). The boundaries may be changed by vote of the city council of the City (the "City Council").

## **ARTICLE IV: Statement of Purpose**

The Company was created to initiate, sustain and augment investment and revitalization in Old Town. The Company shall provide services to both potential and current owners of commercial and residential properties within Old Town, which include but are not limited to:

1. Encouragement for all levels of public and private investors to provide services, improvements and incentives to stimulate the neighborhood revitalization process;
2. Provide technical assistance in housing rehabilitation and repairs;
3. Facilitate communication between property owners, city government and financial institutions regarding financing terms and methods, as well as cooperative efforts to prevent neighborhood deterioration by removing slum and blight as defined by HUD;
4. Stimulate the availability of loans and other financing to assist and encourage investment and revitalization in both commercial and residential properties within Old Town;
5. Acquire and hold property for redevelopment;
6. Assist affiliated neighborhood organizations in using the not for profit status to obtain grants and other resource acquisitions;
7. Facilitate, co-ordinate and act as a resource for persons and entities seeking to further the goals of the Company;
8. Receive, maintain, and accept as assets of the Company, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of this Company's Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any other purpose other than "charitable purposes" which would jeopardize the status of this Company as an entity

exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended;

9. Exclusively promote and carry any other religious, charitable, or educational purposes and activities for which this Corporation may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and the Missouri Not For Profit Corporation Law; and
10. Engage in other activities and functions as are proper in forbearance of the goals and purposes of the Company as set forth in the Company's Articles of Incorporation.

## **ARTICLE V: Directors**

**Section 5.1: Organization.** The Board shall consist of nine voting directors and three ex officio non-voting directors (collectively, the "Directors"). The Mayor of the City (the "Mayor"), with the concurrence of the City Council, shall appoint the Directors of the initial Board. Thereafter the Mayor, with the concurrence of the City Council, shall appoint successors to the Directors as their terms expire or as they are unwilling or unable to serve. The three ex-officio non-voting directors shall be the City Administrator of the City, the Executive Director of the Jefferson City Area Chamber of Commerce, and the Executive Director of the Jefferson City Housing Authority or their respective designees.

**Section 5.2: Term of Office.** Four of the initial Directors shall serve a two-year term and five of initial Directors shall serve three-year term. After the initial Board, all Directors appointed or reappointed to the Board shall serve three-year terms. The terms of all Directors shall begin on October 1<sup>st</sup> of the year of their appointment and shall expire on September 30<sup>th</sup> of the year their terms expire. No Director shall serve more than two consecutive terms, irrespective of the length of the two terms or whether they were initially appointed to complete an unexpired term. The three ex-officio non-voting directors shall serve indefinitely so long as they hold their respective positions with the City, the Jefferson City Area Chamber of Commerce, and the Jefferson City Housing Authority.

**Section 5.3: Standards of Conduct.** Except as otherwise required by law, the Articles of Incorporation, or these By-Laws, the entire control over the business and affairs of the Company shall be vested in the Board. The Board has an obligation to do more than just meet legal standards. Directors are expected to meet moral standards of conduct as well. The Directors shall:

- a. Represent the interests of all people served by the Company, and not favor any special interests.
- b. Not use service on the Board for their own personal advantage or for the advantage of their friends or supporters.
- c. Keep confidential any personal, personnel, financial, legal and other matters discussed in closed session of the Board;
- d. Approach all Board issues with an open mind, prepared to make the best decisions for everyone involved.
- e. Focus their efforts on the mission of the Company and not on their personal goals.
- f. Never exercise authority as Director except when acting in a meeting with the full Board or as delegated by the Board.

**Section 5.4: Conflict of Interest.** Directors should seek to avoid the possibility and/or appearance that Directors have given or received preferential consideration in their dealings with the Company or that Directors receive undue financial benefits from their association with the Company. Although this policy applies principally to financial conflicts of interest, Directors

should not let improper personal prejudices or favoritism influence Company business. The Board shall take whatever action necessary to enforce the provisions of the following:

- a. A Director should not ask for or receive special treatment or priority in the providing of any of the usual services this Company provides.
- b. A Director should disclose any conflict of interest to the other members of the Board of Directors and make it a matter of record at a Board meeting.
- c. A Director having a conflict of interest should not use his/her influence on the matter in question. The minutes of the meeting shall reflect such disclosure and abstention from voting. The foregoing shall not be construed to prevent a Director from briefly stating his/her position in the matter nor from answering pertinent questions of other members of the Board.

**Section 5.5: Meeting Attendance.** Any Board member who misses three consecutive meetings of the Board of Directors without notification providing sufficient excuse shall receive a letter asking that Director to affirm his/her interest in serving actively on the Board. A failure to respond or a negative response to the letter would result in a recommendation to the Board that the position be declared vacant.

**Section 5.6: General Powers.** The activities, affairs and property of the Company shall be managed and controlled by the Board who shall have and may exercise all the powers of the Company.

**Section 5.7: Compliance with Missouri General Not For Profit Corporation Law (Section 355.190).** No loans shall be made to officers, staff or members of the Board of the Company. Directors who vote for or assent to the making of a loan to an officer, staff member or another Director, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Company for the amount of such loan until the repayment thereof.

**Section 5.8: Reimbursement.** The Directors and staff shall be reimbursed by the Company for approved out-of-pocket expenses incurred in the performance of their duties for the Company.

**Section 5.9: Disciplinary Action and Removal from the Board.** Any Director may be removed as a member of the Board if such Director shall violate any of the rules, regulations, orders, or by-laws of the Company or if such Director violates any contract made by or with the Company or if such Director:

- a. no longer meets the criteria for the Company's standards of conduct,
- b. refuses to render reasonable assistance in carrying out the Company's objectives,
- c. has an undisclosed and/or unreasonable conflict of interest with the Company,
- d. Commits any act which interferes with the accomplishment of the objectives sought to be accomplished by this Company.

When any Director is charged with any act for which such Director may be expelled, notice of the same shall be served on such member personally or by mail at his or her last known address, and if, after due opportunity to be heard, the Board, by a two-thirds vote the other Directors decide, such Director may be expelled, and his or her name shall be dropped from the list of members of the Board of Directors.

Further, the City Directors serve at the pleasure of the Mayor and the City Council and may be removed from the Board at any time as provided by the Code of the City of Jefferson, Missouri.

**Section 5.10: Resignation and Removal.** Any Director may resign at any time by giving written notice to the Board of his/her resignation. Unless indicated in such notice to the contrary, any such resignation shall be effective immediately upon its submission or transmission to the Secretary of the Company.

## **ARTICLE VI: Meetings of the Board**

**Section 6.1: Annual Meeting of the Company.** The Annual Meeting of the Board shall be held during October of each year (the "Annual Meeting"). The meeting shall be held at the place, date, and time determined by the Board of Directors. Notice of the Annual Meeting shall be mailed to each Director at least two weeks before the date of such meeting and shall state the date, place, time and purpose thereof. The purpose of the Annual Meeting will be to elect new officers of the Board and to transact such other business as may come before the Company at the Annual Meeting. If the election of Board officers shall not be held on the day designated herein for any Annual Meeting, or any adjournment thereof, the Board shall cause the election to be held at a special meeting of the Board as soon thereafter as convenient.

**Section 6.2: Regular Meetings.** The Board shall hold regular meetings at least six times per year, at the place and time determined by resolution of the Board. All regular meetings shall be open to the public. However, in those circumstances where the Board is discussing or acting upon strategy with respect to litigation, implementation of security systems, purchase of property, consideration of loan applications, interviews with prospective employees, discussion of personnel matters or any other matter which the Board feels must be dealt with in a confidential manner, the Board may close its meetings to the general public. An affirmative vote of the majority of the Board is necessary to close the meeting.

**Section 6.3: Special Meetings.** Special meetings of the Board may be called at any time by any three Directors or at the request of the President (hereinafter defined), upon at least three days' notice either given personally, mailed, faxed or e-mailed to each Director stating the purpose of the special meeting. The person or persons authorized to call special meetings of the Board may designate any place within the City as the place for holding any special meeting of the Board.

**Section 6.4: Quorum.** A majority of the voting Directors [five voting Directors], present either in person or by telephone, constitutes a quorum for the transaction of business at any meeting of the Board. A vote of the Board shall be valid only if taken at a meeting of the Board at which a quorum was present.

**Section 6.5: Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum was present shall be the act of the Board.

**Section 6.6: Meeting Via Communications Equipment.** The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 6.7: Informal Action of Members of the Board.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the voting Directors.

## **ARTICLE VII: Committee**

**Section 7.1 Board Committees in General.** The Board may create one or more committees of the Board in addition to the executive committee (the "Executive Committee") established in the paragraph immediately below. Committees of the Board shall be comprised solely of Directors. Each committee shall have two or more Directors who shall be appointed by and serve at the pleasure of the Board. The creation of a committee of the Board and the appointment of committee members shall be approved by a majority of all Directors. The provisions of these bylaws which govern meetings of the Board shall apply to meetings of committees of the Board except that no committee of the Board shall be required to have an annual meeting or scheduled regular meetings.

**Section 7.2 Executive Committee.** The Executive Committee shall be comprised of the Officers. The President shall serve as chairperson of the Executive Committee and shall preside at all meetings. Except to the extent prohibited or limited by the Board, the Executive Committee may exercise the authority of the Board at such times as the Board is not in session.

## **ARTICLE VIII: Officers**

**Section 8.1: Officers.** The officers of the Company shall be a President, a Vice President, a Secretary and a Treasurer (the "Officers"), each of whom shall be a voting member of the Board. The Officers shall comprise the executive committee of the Board (the "Executive Committee").

**Section 8.2: Duties.** The duties of the Officers shall be as follows:

- a. The President shall preside at all meetings of the Board. The President shall have all of the powers and duties which are usually vested in the president of a corporation. Further, the President shall appoint all committees, with the advice of the Board or the Executive Board Members and the consent of the Board.
- b. The Vice President shall perform the duties of the President in the absence or disability of the President, as well as other duties prescribed by the Board of Directors.
- c. The Secretary shall keep an accurate account of all proceedings of the Board and be responsible for notifying Directors of Board meetings.
- d. The Treasurer shall be responsible for oversight of financial management, reports and reporting to the Board.

In the absence of any Officer when a quorum is present, those present may elect a presiding officer pro tempore by a simple majority and conduct Board business.

**Section 8.3: Disciplinary Action.** Any Officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose. Reasons for disciplinary action include: misbehavior, impropriety, or wrongdoing; conduct detrimental to the interests of the Company; lack of sympathy with its objectives; or refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

**Section 8.4: Vacancy in Office.** In case any office shall become vacant by reason of resignation, removal, death or otherwise, the members of the Board shall, by majority vote, elect a successor for the unexpired term.

## **ARTICLE IX: Corporate Staff**

**Section 9.1: Executive Director.** The appointment of an individual as Executive Director shall require a majority vote of the Board. The Executive Director shall attend to, and be responsible for, the day-to-day administration of the Company, subject only to the general supervision and control of the President, Executive Committee and the Board. The Executive Director shall have such supervisory and managerial powers in the conduct of the business of the Company as shall be conferred upon him or her by the Board from time to time or as shall be delegated with the consent of the Board. The Executive Director or his or her designee shall serve as a non-voting, ex-officio member of all committees of the Company.

**Section 9.2: Other Employees.** The Board may authorize the employment of such additional full or part-time employees as are needed to carry out the programs and business of the Company. The Board shall enter into contracts of employment and set the compensation and other conditions of employment of such employees on behalf of the Company.

## **ARTICLE X: Conduct of the Business of the Corporation**

**Section 10.1: Raising of Funds.** The Board (and the Executive Director, if any) shall be responsible for the soliciting and raising of funds to finance the operations and the programs of the Company.

**Section 10.2: Distribution of Funds.** The Board shall determine the allocation of all funds raised in the fiscal year. Each time it allocates funds, the Board shall document its actions in the meeting minutes. These actions shall provide a standard by which the performance of each undertaking can be judged, and all allocations of funds shall be made on an objective review of the past performance and potential for future performances of each undertaking.

## **ARTICLE XI: Rules of Procedure**

The proceedings and business of this Company shall be governed by *Robert's Rules of Order* in its latest edition, unless otherwise provided herein.

## **ARTICLE XII: Contracts, Checks, Deposits and Funds**

**Section 12.1: Contracts and Loans.** The Board may authorize the Executive Director and any agent of the Company, in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company and such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 12.2: 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 Company, shall be signed by any two of the Officers.

**Section 12.3: Deposits.** All funds of the Company shall be deposited in a timely manner to the credit of the Company in such banks, savings and loan associations, trust companies, and other depositories as the Board may elect.

**Section 12.4: Investment.** Any funds of the Company which are not needed currently for the activities of the Company may, at the discretion of the Board pursuant to a majority vote of the Board Members then in office, be invested in such investments as are permitted by law.

**Section 12.5: Gifts.** The Board may accept on behalf of the Company, any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Company.

### **ARTICLE XIII: Books and Records**

**Section 13.1: Books and Records.** The Company shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board and committee meetings. All books and records of the Company may be inspected by any Board member at any reasonable time.

**Section 13.2: Audit.** The financial books and records of the Company shall be audited annually by a certified public accountant.

### **ARTICLE XIV: Fiscal Year**

The fiscal year of the Company shall begin on the first day of October and shall end on the last day of September of the following year.

### **ARTICLE XV: Dues**

No initiation fee or dues shall be required from any member of the Board of Directors of the Corporation.

### **ARTICLE XVI: Seal**

The Board shall have a corporate seal as required by law and approved by the Board.

### **ARTICLE XVII: Amendments**

The Articles of Incorporation and the Bylaws may be amended at the Annual Meeting of the Company or at any meeting of the Board of Directors of the Company called for the purpose of amending the Articles or Bylaws. All amendments shall be two-thirds vote of those voting Directors at the meeting, provided that written notice of said meeting shall have been mailed electronically or via US Post Office to each voting Director at least fourteen days prior to the date of said meeting, which notice shall include the proposed amendment. Any amendment shall be effective as of the date of its adoption unless the resolution adopting the amendment shall state otherwise.

### **ARTICLE XVIII: Indemnification of Board Members, Officers and Staff**

**Section 18.1: Mandatory Indemnification.** The Company shall indemnify any Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such Director was a party because he or she is or was a member of the Board against reasonable expenses actually incurred by the Director in connection with the proceedings.

**Section 18.2: Permissive Indemnification.**

The Company may indemnify any person who was or is a party or is threatened to be made a party, in any pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Company, by reason of the fact that such person is or was a Director, an Officer, an employee or an agent of the Company, or is or was serving at the request of the Company as a member of the board of directors, an officer, an employee or an agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

The Company may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the Company, or is or was serving at the request of the Company as a board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees and amounts paid in settlement actually and reasonable incurred by such person in connection with the defense or settlement of the action or suit if the person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company; except that no indemnification shall be made in respect of any claim, issue or matter as to which such persons have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Company unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

To the extent that a Director, an Officer, an employee or an agent of the Company has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by such person in connection with the action, suit, or proceeding.

Any indemnification under Section 18.2 of this Article, unless ordered by a court, shall be made by the Company only as authorized in the specific case upon a determination that indemnification of a Director, an officer, an employee or an agent is proper in the circumstances because such person has met the applicable standard of conduct set forth

in this Article. The determination shall be made by the Board by a majority vote of a quorum consisting of members of the Board of who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable or even if obtainable, a quorum of disinterested Directors so directs.

**Section 18.3: Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Company in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Company as authorized in this Article.

**Section 18.4: Nonexclusive; Amendments to Law.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the Articles of Incorporation or any other agreement. Indemnification shall be provided to indemnified persons both as to action in the indemnified person's official capacity and another capacity while holding such office, and shall continue as to such persons who have ceased to be a member of the Board, an Officer, an employee or an agent of the Company and shall inure to the benefit of the heirs, executors and administrators of such person. If Section 355.471 and 355.476 of the Missouri Not For Profit Corporation Law, or other sections of the Missouri No For Profit Corporation Law providing similar provisions, are amended, the indemnification provisions contained in Section 18.1 and 18.2 of this Article shall be deemed amended to reflect the intent of such amendments to the Missouri Not For Profit Corporation Law.

**Section 18.5: Scope.** For the purposes of this Article, references to "the Company" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a member of the Board of Directors, an officer, an employee or an agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a member of the Board, an Officer, an employee or an agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would if such person had served the resulting or surviving corporation in the same capacity.

## **ARTICLE XIX: Insurance**

The Company may purchase and maintain insurance on behalf of any person who is or was a Director, an Officer, an employee or an agent of the Company, or is or was serving at the request of the Company as a member of the board of directors, an officer, an employee or an agent of another corporation, partnership, joint venture, trust or other enterprise ("Insured Person") against any liability asserted against such Insured Person and incurred by the Insured Person in any such capacity, or arising out of the Insured Person's status as such, whether or not the Company would have the power to indemnify the Insured Person against such liability under the provisions of this Article.

## **ARTICLE XX: Non-Discrimination Statement**

The Company has an established policy of non-discrimination regardless of race, color, creed, national origin, religion, sex, marital status, age or receipt of public assistance or any other protected classes in state and federal law.