

BY LAWS
OF
UNIVERSITY HEIGHTS ASSOCIATION, INC

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ARTICLE I

NAME; OFFICES AND REGISTERED AGENT; BOOKS AND RECORDS

Section 1.1. Corporate Name. The name of the corporation, as incorporated and existing under and by virtue of the General Not for Profit Corporation Law of the State of Missouri (hereinafter referred to as the "Act"), shall be the University Heights Association Inc. (also herein referred to as the "Association").

Section 1.2. Registered Office and Agent. The Association shall have and continuously maintain a registered office and agent in the State of Missouri in accordance with the requirements of the Act.

Section 1.3. Books and Records. The books and records of the Association shall be maintained by the Secretary and the Treasurer of the Association as directed by Sections 6.9 and 6.11 herein. Further, the books and records of the Association shall become the property of the University City Public Library (hereinafter referred to as the Library) and shall be delivered to the Library for inclusion in the University Heights Archives (hereinafter referred to as the Archives), as directed in Sections 6.9 and 6.11, to be maintained, catalogued and made available to the public. At such time as the Library no longer wishes to own them, the Archives, shall be returned to the possession of the Association. It shall be the duty of the Secretary, or an archivist/historian designated by the Secretary, to collect the books and records of the Association and to present them to the Library at the end of each fiscal year, as directed herein.

ARTICLE II

STATEMENT OF PURPOSE

The purpose of the University Heights Association, Inc. is to enable residents of the neighborhood to organize the particular events, services, and activities of the neighborhood and to maintain the amenities that make University Heights Subdivision #1, a national historic district, a desirable place to live, as well as maintain the vacant lot at the corner of Columbia and Radcliffe as an amenity for the enjoyment of all residents to the best of its ability.

ARTICLE III

MEMBERS

Section 3.1. Classes of Members. The Association shall have one class of members, designated as "Members".

Section 3.2. Qualification of Members. Any living person who resides in University Heights Subdivision No. 1 (hereinafter referred to as the "Subdivision") shall be a Member of the Association upon payment by such person or another member of such person's household of the annual dues specified in Section 3.4 of these By-laws at any time during the Association's fiscal year.

Section 3.3. Rights of Members. The rights of Members shall be as follows:

- (a) Voting. Each household in which a Member or Members of the Association reside shall have one vote on each matter required or permitted to be submitted to the vote of the Members of the Association. The vote of a single household may be divided into fractions.
- (b) Attendance at Board Meetings. Any Member may attend any meeting of the Board of Directors and present any matter for the Board's consideration.
- (c) Not transferable. Membership in the Association may not be assigned or otherwise transferred.
- (d) Resignation. Any Member may resign membership in the Association by filing a written resignation with the Secretary of the Association.
- (e) Termination. A Member's membership in the Association shall terminate when such Member ceases to reside in the Subdivision or upon the failure by such Member and the other Members of such person's household to pay the dues for the current fiscal year prior to the annual meeting of the Members.

Section 3.4. Dues. Nonrefundable annual membership dues shall be set by the Board of Directors.

Section 3.5. Annual Meetings of Members. Annual meetings of the Members of the Association shall be held in the month of April each year, for the purpose of electing Directors and Alternate Directors and for the transaction of such other business as properly may come before the meeting. Failure to hold an annual meeting of Members at the time designated herein shall not work a forfeiture or dissolution of the Association. If the election of Directors shall not be held at the time designated herein for any annual meeting of the Members, the Board of Directors shall cause the election to be held at a special meeting of Members as soon thereafter as conveniently may be.

Section 3.6. Special Meetings of Members. Special meetings of Members may be called by the President, Vice President, Secretary, or any ten (10) Members of the Association.

Section 3.7. Places and Notices of Meetings. Any annual or special meeting of the Members shall be held at a place convenient to the needs of the Members, as determined by the Board of Directors. Written notice stating the place, date and hour of any meeting of Members shall be delivered to each Member not less than seven (7) nor more than forty (40) days before the date for such meeting. In the case of a special meeting or when otherwise required by law or by these By-laws, the purpose for which the meeting is called shall be stated in the notice.

Section 3.8. Quorum. Members holding five percent (5%) of the votes which may be cast at any meeting of Members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting to another time without further notice.

Section 3.9. Manner of Acting. A majority of the votes entitled to be cast on a matter by the Members present at a meeting of Members at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these By-laws.

Section 3.10. Proxies. Proxies may not be voted or acted upon.

Section 3.11. Organization. At meetings of Members, the President, or in the absence of the President, the Vice President, of the Association shall act as chairperson of the meeting. In the absence of both the President and the Vice President, a person chosen by a majority vote of the Members present at the meeting shall act as chairperson of the meeting. The Secretary of the Association or, in the Secretary's absence, the Assistant Secretary, shall act as the secretary of the meeting. In the absence of both the Secretary and the Assistant Secretary, a person appointed by the chairperson of the meeting shall act as secretary of the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. General Powers. The property, business and affairs of the Association shall be managed by the Board of Directors, which shall be the governing body of the Association and shall have exclusive responsibility for the determination of policy for the Association and its implementation, provided that the Board may not authorize an expenditure in excess of five hundred dollars (\$500) without the approval by simple majority of Board members at a Board meeting where at least six Board members are present. The Board may exercise all powers, rights and privileges of the Association (whether expressed or implied in the Articles of Incorporation or conferred by law or otherwise) and do all such acts and things which may be done by the Association, as are not by statute, the Articles of Incorporation or these By-laws directed or required to be exercised or done by the Members.

Section 4.2. Selection, Numbers, Tenure and Qualifications. The number of Directors of the Association shall be fifteen (15). Each Director shall hold office for a term of three (3) years; provided that the term of any Director who shall (i) miss three (3) consecutive meetings without good cause and notice to the President, Vice President or Secretary; (ii) cease to be a Member of the Association; or (iii) fail to pay in full his or her dues to the Association or assessments to the Trustees of the Subdivision prior to the annual meeting of the Board each year, shall expire thereby. Successors to each Director whose term expires in that year and to each Director who shall have filled a vacancy on the Board during the preceding year shall be elected by the Members at the annual meeting thereof from among the candidates nominated by the Nominating Committee and any other residents of the Subdivision nominated at the meeting. No Director may serve more than two consecutive three-year terms.

Section 4.3. Alternate Directors. The two (2) unsuccessful nominees for the Board of Directors to get the greatest number of votes cast for unsuccessful nominees to the Board at a meeting of the Members shall be Alternate Directors of the Association. Each Alternative Director shall hold office for a term of one year or until his or her successor shall have been elected and qualified, provided that the term of any Alternate Director who shall fail to pay in full his or her dues to the Association or assessments to the Trustees of the Subdivision prior to the annual meeting of the Board shall expire thereby. Alternate directors shall be members of the Board of Directors, ex officio, without voting privileges.

Section 4.4. Nominating Committee. No later than March each year, the Board shall appoint a Nominating Committee to nominate successors to the Directors and Alternate Directors whose terms expire that year. Nominees shall be residents of the Subdivision. The Nominating Committee shall make a good faith effort to nominate candidates so as to ensure that each geographical area of the subdivision is represented on the Board.

Section 4.5. Honorary Directors. Each former Director who has served at least five years as a Director and each former President of the Association shall be a member of the Board of Directors, *ex officio*, without voting privileges as long as such former Director or former President remains a Member of the Association.

Section 4.6. Annual Meetings of Directors. Annual meetings of the Board of Directors shall be held as soon as practical after the annual meeting of the Members in each year for the purpose of electing officers and setting the dates and locations of the regular meetings of the Board for the fiscal year, and for the transaction of such other business as may come before the meeting. Any annual meeting of the Board shall be held on a date and at a time and place convenient to the members of the Board, as determined by an informal polling of the members of the Board.

Section 4.7. Regular Meetings of Directors. At least seven regular meetings of the Board of Directors, in addition to the annual meeting, shall be called by the Board of Directors each year with no two regular meetings occurring in the same month and no regular meetings being held during the month of August. The Board shall fix the date, time, and place for the holding of each regular meeting.

Section 4.8. Special Meetings of Directors. Special Meetings of the Board of Directors may be called by or at the request of the President, Vice President, Secretary, Treasurer or any two Directors. The person or persons calling a special meeting of the Board may fix the date, time, and place for the holding of such special meeting.

Section 4.9. Notice. Written notice stating the date, time, and place of any meeting of the Board of Directors shall be delivered to each Director not less than one week prior to the date of such meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States Mail, proper postage prepaid, addressed to each Director at his or her address as it appears on the records of the Association. In addition, notice of each meeting of Board shall be provided to the Members of the Association by means of a notice published in the newsletter of the Subdivision. In the case of a special meeting or when otherwise required by law for these By-laws, the purpose for which the meeting is called shall be stated in the notice.

Section 4.10. Quorum. Six (6) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than six (6) Directors are present at any meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 4.11. Manner of Acting. The affirmative votes of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board, unless the affirmative vote of greater number is required by law or these By-laws.

Section 4.12. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Alternate Director appointed by the Board. A Director appointed by the Board to fill a vacancy shall be appointed to serve until the next annual meeting of the Members of the Association when such vacancy shall be filled by the Members for the unexpired portion thereof. Any vacancy in the position of Alternate Director (if filled) shall be filled by the Board from among the residents of the Subdivision. An Alternate Director appointed to fill a vacancy shall serve until the next annual meeting of the Members, provided that the term of an Alternate Director appointed to fill a vacancy who shall fail to pay in full his or her dues to the Association or assessments to the Trustees of the Subdivision prior to the meeting of the Board following such appointment shall expire thereby.

Section 4.13. Reimbursement and Compensation. The Board of Directors shall serve without compensation. Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as Directors.

Section 4.14. Organization. At meetings of the Board of Directors, the President of the Association, if present, shall act as chairperson of the meeting. In the absence of the President and the Vice President, a person chosen by a majority vote of the Directors present at the meeting shall act as chairperson of the meeting. The Secretary of the Association or, in the absence of the Secretary, the Assistant Secretary, shall act as the secretary of the meeting. In the absence of both the Secretary and the Assistant Secretary, a person appointed by the chairperson of the meeting shall act as secretary of the meeting. The chairperson of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged or irrelevant.

ARTICLE V

TRUSTEE INTERN

The Board of Directors, at its first regular meeting after the annual meeting each year, shall designate a Trustee Intern. The Trustee Intern shall serve for a term of one (1) year, provided that said term may be extended from year to year as the Board of Directors may direct. The Board may vote to fill the position of Trustee Intern at any time during the year in the event that such office may become vacant. The Trustee Intern shall serve as liaison between the Association and the Trustees of the Subdivision. In the event that a vacancy occurs among the Trustees of the Subdivision, the Trustee Intern then in office shall be submitted by the Association as a candidate to fill such vacancy in the Trustees of the Subdivision.

ARTICLE VI

OFFICERS

Section 6.1. Designation and Qualifications. The officers of the Association shall be a President, a Vice President, a Secretary, an Assistant Secretary and a Treasurer who shall be elected from among the Directors of the Association by the Board of Directors at its annual meeting.

Section 6.2. Term of Office. Officers of the Association shall be elected to serve for terms of one year and until their respective successors shall have been elected and qualified provided that the term of any officer who shall cease to be a member of the Board of Directors of the Association shall expire thereby and that the term of any officer may be sooner terminated by death, resignation or removal.

Section 6.3. Removal from Office. Any officer may be removed by the Board at any time, with or without cause, whenever the Board determines that the best interests of the Association would be served thereby.

Section 6.4. Vacancies. A vacancy in any office however arising, if filled, shall be filled for the unexpired portion of the term in the same manner as provided for election to office.

Section 6.5. Control by Board of Directors. The powers and duties of officers of the Association as prescribed by this Article or elsewhere in these By-laws are subject to alteration or suspension by the Board of Directors, from time to time either in general or in specific instances or for specific purposes, all as set forth in a resolution of the Board effecting such alteration or suspension.

Section 6.6. Reimbursement and Compensation. The officers of the Association shall serve without compensation. Officers shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties.

Section 6.7. President. The President shall be the chief executive officer of the Association. Subject to the direction and control of the Board of Directors, the President shall have general charge of the business and affairs of the Association and shall see that the resolutions and directions of the Board are carried into effect, except in those instances in which that responsibility is specifically assigned by the Board or these By-laws to some other office or agent of the Association. The President shall, in general, discharge all duties usually incident to the office of principal executive officer and perform such other duties as from time to time may be prescribed by the Board.

Section 6.8. Vice President. During the absence or inability to act of the President, the Vice President may temporarily act in place of the President with all the powers and duties of that office. Otherwise, the Vice President shall perform those duties as are assigned to him or her by the Board or by the President.

Section 6.9. Secretary. In general, the powers and duties of the Secretary shall be those ordinarily incident to the office of Secretary of a corporation and such other powers and duties as may be assigned to the Secretary by the Board of Directors or by the President. Without limiting the preceding sentence by this specification, the Secretary shall attend all meetings of the Members and of the Board and shall act as the Secretary of such meetings; shall give or cause to be given all notices provided for or required by law or the Articles of Incorporation of these By-laws; shall have charge of all books, records, and papers of the Association relating to its organization and existence as a corporation, to its business and affairs and to membership in the fiscal year; shall have the duty to file all reports, statements and other documents required by law and to keep all such reports, statements and other documents for the current and next preceding fiscal years except where such duty is imposed upon the Treasurer pursuant to Section 6.11 of these By-laws, or to designate an archivist/historian to collect and deliver such documents and things to the Library; and shall have the duty to prepare ballots to be used by Members in electing members of the Board of Directors at each annual meeting of the Members.

Section 6.10. Assistant Secretary. During the absence or inability to act of the Secretary, the Assistant Secretary may temporarily act in place of the Secretary with all the powers and duties of that office. Otherwise, the Assistant Secretary shall assist in the performance of the duties of the Secretary and perform such other duties as are assigned to him or her by the Board or by the President.

Section 6.11. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Association and, in general, the powers and duties of the Treasurer shall be those ordinarily incident to the office of treasurer of a corporation and such other powers and duties as may be assigned to the Treasurer by the Board of Directors or the President. Without limiting the preceding sentence by this specification, the Treasurer shall be responsible for the collection, receipt, custody and disbursement of all corporate funds and securities; shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such banks or other depositories as may be designated by the Board or by an officer of the Association pursuant to any delegation of such authority from the Board; shall be responsible for carrying out the policies of the Association relating to the approval, grant or extension of credit by the Association and for the procurement and maintenance of adequate insurance for the Association; shall have custody of the accounting and financial records of the Association that need to be held by the association itself; shall have the duty to deliver to the University City Public Library for inclusion in the University Heights Archives any older accounting and financial records of the Association that no longer need to be held by the Association itself; shall prepare the annual budget of the Association under the direction of the President; and shall render such reports with respect to accounting and financial matters to the President and to the Board at such intervals as they may require.

ARTICLE VII

FISCAL AUTHORITY

Section 7.1. Checks, Drafts, Etc. All notes or other evidences of indebtedness issued in the name of the Association shall be signed by an officer or officers in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Association.

Section 7.2. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Members of the Association. Such authority may be general or confined to specific instances. In no event shall any loans be made by the Association to any of its officers or Directors.

Section 7.3. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Association, either as lessor or lessee, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.4. Contracts. The Board of Directors may authorize any one or more officers of the Association, or any one or more agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 7.5. Annual Budget. An annual budget shall be prepared by the Treasurer at the direction of the President for approval by the general membership at its annual meeting.

Section 7.6. Fiscal Year. The fiscal year of the Association shall begin on the first day of April and end on the last day of March in each year.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director or officer, or former Director or officer, of the Association and its legal representatives shall be indemnified by the Association against liabilities, expenses, counsel fees and costs reasonably incurred in connection with or arising out of, any action, suit, proceeding or claim in which one is made a party by reason of being, or having been, such Director or officer; and any person who, at the request of the Association served as Director or officer of another corporation in which the Association owned corporate stock, and the legal representatives shall in like manner be indemnified by the Association; provided that in neither case shall the Association indemnify such Director or officer with respect to any matters as to which the Director or officer shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of the duties as such Director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith) provided the Board of Directors of the Association shall have first approved such proposed compromise settlement and determined that the Director or officer involved was not guilty of negligence or misconduct; but in taking such action, any Director involved shall not be qualified to vote thereon. In determining whether or not a Director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors may rely conclusively upon an opinion of independent legal counsel selected by the Board of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such Director or officer may be lawfully entitled. No Director or officer of the Association shall be liable to any other director or officer or other person for any action taken or refused to be taken by the person as Director or officer with respect to any matter within the scope of the official duties except such action or neglect or failure to act as shall constitute negligence or misconduct in the performance of the duties as Director or officer.

ARTICLE IX

MISCELLANEOUS

Section 9.1. Annual Report. The annual report of the Association shall be made to the Secretary of State of the State of Missouri thirty days after the first day of July each year.

Each annual report shall set forth (a) the name of the Association; (b) the address of the Association's registered office in the State of Missouri and its registered agent at such address; (c) the name and respective addresses of the members of the Executive Council and officers of the Association; and (d) a brief statement of the character of the affairs which the Association is actually conducting. Such annual report shall be made on the forms prescribed and furnished by the Secretary of State, and the information therein contained shall be given as of the date of the execution of the report.

Section 9.2. Amendment of By-Laws. The Board of Directors of the Association or any ten (10) members of the Association shall have the power to make, alter, amend or repeal the By-laws of the Association by presenting such changes to the general membership at any annual or special meeting for a vote of the majority of the members present, provided that the notice for such meeting specifies that amendments to the By-laws will come before the meeting and that at least fifteen (15) percent of the total membership is in attendance at such meeting. The Association shall keep a copy of the By-laws of the Association, as amended, at a location specified by the Board of Directors, and the By-laws, as amended shall be open to inspection and available to any Member of the Association at any reasonable time.

The forgoing By-Laws were duly adopted as for the By-laws of University Heights Association Inc. by a majority of the members present constituting at least twenty (20) percent of the total membership of said Association at its annual meeting held on

_____.

Secretary