

**BYLAWS
OF THE**

**“ BRICKLINE NORTH COMMUNITY DEVELOPMENT CORPORATION “
A MISSOURI NONPROFIT CORPORATION**

**INCORPORATED IN THE STATE OF MISSOURI
AUGUST 03, 2024**

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**“ BRICKLINE NORTH “
COMMUNITY DEVELOPMENT CORPORATION
A MISSOURI NONPROFIT CORPORATION**

ARTICLE I. NAME AND OFFICES

The corporation shall be known as the "Brickline North Community Development Corporation" ("the "Corporation"). The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the "Act").

The principal office of the Corporation in the State of Missouri shall be located at 3745 Foundry Way, Suite..253, St. Louis, MO 63110. The Corporation may have such other office(s), either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. PURPOSE, MISSION AND SERVICE AREA

The Corporation is a 501(c)(3) nonprofit, nondenominational organization. Its purpose is to empower individuals, neighborhoods served by the Brickline Greenway: North Connector (the "Greenway"); namely Covenant Blu-Grand Center, Jeff-Vander-Lou (JVL), and St. Louis Place and the St. Louis region by fostering inclusive and sustainable neighborhoods through collaborative initiatives and partnerships and any other related activities supporting the same and permitted by law.

The economic development programming will provide comprehensive community development services including Neighborhood Capacity Building, Neighborhood Revitalization, Public Safety Initiatives, Nonprofit and Small Business Support and Community Engagement & Advocacy.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Its functions shall include, although not be limited to, a working board for organizational structure, strategic planning, program planning, finances, fundraising, community outreach and advocacy, consistent with the purposes of the Corporation.

Section 2. Number, Term and Qualifications. The Board of Directors shall be comprised of community members, including residents of Covenant Blu-Grand Center, Jeff-Vander-Lou (JVL), and St. Louis Place, key stakeholders, and organizations that are identified and approved

by the board of directors to support the various activities of the organization which will include as a priority, at least fifty-one (51%) percent of the Board of Directors shall meet one of the following criteria:

- (1) residents of low and/or moderate-income (LMI), defined as no greater than 80% of the HUD area median income, within the Corporation's service area (note: Board members aged sixty-two (62) and older will meet the BNCDC requirements LMI);
- or (2) owners or senior officers of businesses, nonprofit organizations, and other institutions located in and serving the Corporation's service area and shall be selected by a majority Board of Directors currently remaining in office, even if less than a quorum.
- or (3) representatives of businesses, nonprofit organizations, and other institutions that provide services to residents of low and/or moderate-income (LMI) located in the Corporation's service area.

And, a minimum of 60% of the board will be reserved for neighborhood residents from the Covenant Blu-Grand Center, Jeff-Vander-Lou (JVL) and St. Louis Place neighborhoods and shall have a minimum of two (2) directors from each neighborhood.

Section 3. Election of Directors. The Board of Directors shall be self-perpetuating. The directors shall be elected by the Board of Directors by majority vote of the Directors then in office. At each Annual Meeting, the class of directors whose term expires at that Annual Meeting, or their successors, shall be elected by the Board of Directors for a term of thirty-six (36) months or until their successors are duly elected. The new Board of Directors will serve a term of thirty-six (36) months whose term will begin in earnest at the following January board meeting. Directors shall be of legal age, and there shall be no discrimination in the selection of directors upon the basis of race, creed, color, national origin, gender, sexual orientation, age, marital status or disability. The Board of Directors will maintain at least fifteen (15) board members at all times. This number may be changed from time to time by amendment to these Bylaws duly made; provided, however, that the number of Directors shall not be less than three (3).

Section 4. Regular Meetings. The Annual Meeting of the Board of Directors shall be held on the second (2nd) Saturday in the month of January, in each year. Regular bi-monthly meetings of the Board of Directors shall be held on the second (2nd) Saturday of each month, in each year (January, March, May, July, September, November). The Board of Directors may provide for the holding of additional regular meetings, as needed, without notice thereof by fixing the time and place, either within or without the State of Missouri, of such regular meetings in these Bylaws.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, provided that regular meetings of the Board of Directors may be held without notice. Notice may be communicated in person, by telephone, telegraph, teletype, electronic mail or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received;
- (2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first-class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, a return receipt is requested, and the receipt is signed by or on behalf of the addressee;
- (4) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section 7. Waiver of Notice. A director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the objected-to action.

Section 8. Quorum. Participation is permitted in person and remotely by telephone or video conferencing. A majority of the Directors in person or remotely, immediately preceding a meeting shall constitute a quorum for the transaction of business. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors, whether regular or special, through the use of a conference telephone or other communications equipment utilizing in which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 8 and 9 hereof. In case of a tie, "Brickline North Community Development Corporation." designates the President or highest-ranking member of the executive committee present as the appointed tie breaker.

Section 9. Manner of Acting. The act of a majority of the directors presents at a meeting at which a quorum of directors is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

Section 10. Resignations. Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any written notice

shall be effective upon its receipt by the Board of Directors, President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 11. Removal of Directors. Any director elected by the Board of Directors may be removed without cause by the vote of two-thirds (2/3) of the Directors currently in office. Notice of the proposed removal shall be given to all directors of the Corporation prior to action thereon. A director may also be removed if they relocate their primary residence outside the service area or no longer meet the criteria as defined in Section 2 of these by-laws. A director may also be removed, at the discretion of the Board of Directors, if said director has unexcused absences for more than three consecutive meetings; provided, however, that the director may be removed only if a majority of the directors then in office vote for the removal.

Section 12. Vacancies. In case of the death, removal, incapacity or resignation of one or more of the directors, a majority of the directors remaining in office, although less than a quorum, may designate the person or persons who shall fill such vacancy or vacancies, to serve the remaining term of such director.

Section 13. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such a right to dissent shall not apply to a director who voted in favor of such action.

Section 14. Committees. The Board of Directors, by resolution approved by a majority of all the directors then in office, may designate two or more directors to constitute:

(a) an executive committee, comprised of the corporate officers and chairs of key committees as identified by the Board of Directors, which committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation,

(b) the committees having the names, purposes, powers and authorities delegated to them as provided in Exhibit A attached hereto, and

(c) any other committee which shall have the name, purpose, power and authority delegated to it by such resolution.

A committee of the Board of Directors may not:

(1) Authorize distributions to directors, officers, agents or employees except in exchange for value received;

(2) Approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(3) Unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or

(4) Adopt, amend or repeal the Articles or Bylaws.

The Board of Directors are required to participate on one of the committees (See Exhibit A)

Section 15. Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors or of a committee of directors may be taken without a meeting- i.e., by email vote - if written consent, setting forth the action so taken, is signed by all of the members of the Board of Directors or the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors or the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held. Action taken under this section is effective when the last director signs the consent unless the consent specifies a different effective date.

Section 16. Compensation. The Board of Directors shall serve without compensation. However, stipends, with paid receipts, up to \$500 per year are available for childcare, transportation, production costs and other typical expenses that are necessary and reasonable for carrying out board duties as requested by any member of the board of directors.

Reimbursement requests must be submitted per the Corporation's written policy outlining reimbursable expenses and submittal procedures.

Section 17. Annual Audit. The Board of Directors may annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Board of Directors.

Section 18. Conflict of Interest, Lobbying, Political Activity. Any director who has a "substantial personal or private interest" in any matter pending before the Board of Directors must disclose that interest to the Board of Directors and such disclosure shall be recorded in the minutes. Substantial personal or private interest is defined as ownership by the individual, such individual's spouse, or such individual's children (stepchildren and/or in-law sons and/or daughters), whether singularly or collectively, directly or indirectly of:

(1) 10% or more of any business entity; or (2) an interest having a value of \$10,000 or more; or (3) the receipt of a salary, gratuity, or other compensation or remuneration of \$5,000 or more, per year from any individual, partnership, organization, or association within any calendar year.

No part of the money or resources of this Corporation shall be used directly or indirectly to pay for any personal service, advertisement, telegram, telephone, letter, printed or written matter, or other device, intended or designed to influence in any manner a Member of Congress,

Member of the state legislature, or member of the board of aldermen, or any elected or appointed city, state, or federal officials, to favor or oppose, by vote or otherwise, any legislation or appropriation by Congress, whether before or after the introduction of any bill or resolution proposing such legislation or appropriation; but this shall not prevent officers or employees of the United States or of its departments or agencies from communicating to members of Congress on the request of any member or to Congress, through the proper official channels, requests for legislation or appropriations which they deem necessary for the efficient conduct of the public business.

No employee (full-time or part-time) or director shall use or attempt to use his official authority or position, directly or indirectly,

- a. to affect the nomination or election of any candidate for any political office,
- b. to affect the voting or legal political affiliation of any other employee or director,

or

c. to cause any other employee or director or anyone else to contribute any time or money to the support of any political organization or cause:

No directors, officers, or other private persons, acting in an official capacity shall represent that any political party, political candidate, political issue, or partisan activity has the official or unofficial support of this Corporation.

ARTICLE IV. OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. All said officers shall be directors presently serving on the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected bi-annually at an Annual Meeting of the Board of Directors, each for a term of twenty-four (24) months. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be arranged. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or-until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed by a vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, the President or the Secretary, as the case may be unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President may vote in person or by proxy shares in other Corporations standing in the name of this Corporation. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Vice-President. In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall exercise such powers only so long as the President remains absent or incapacitated, or until the Board of Directors elects a new President. Any Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 8. The Secretary. The Secretary shall (a) keep the minutes of the proceedings of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address, electronic mail address and telephone number of each director which shall be furnished to the Secretary by such director; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 10. The Executive Director. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the President of the Board, the Executive Director shall be the Chief Executive Officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the business and staff of the Corporation. The Executive Director shall have the general powers and duties of management usually vested in the office of the President of a corporation and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her by the Board

of Directors from time to time, including, but not limited to the following: (a) the power to hire and discharge all personnel in consultation with the President; (b) the duty to participate as an ex-officio member of the Board of Directors and all committees; and (c) the duty to sign all records and documents whereunto his or her signature shall be lawfully required.

ARTICLE V. MEMBERS

The Corporation shall not have any class of voting members, but the Board of Directors may establish in these Bylaws such class or classes of non-voting members, with such rights and privileges, as the Board of Directors of the Corporation may determine.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or 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 instances.

Section 2. Loans and Indebtedness. No loans or indebtedness shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by this Corporation to its officers or directors.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President or Treasurer or such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed 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.

ARTICLE VII. FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31 or as fixed from time to time by the Board of Directors by resolution.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation. The Corporation may indemnify those persons permitted to be indemnified under any provision of the Articles of Incorporation.

ARTICLE IX. CORPORATE SEAL

The Board of Directors may provide a corporate seal in the form of a circle and inscribed with the organization and the words "Corporate Seal." Such seal shall be in the charge of the Secretary.

ARTICLE X. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or of the Articles of Incorporation or of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. RECORDS

Section 1. Retention of Records. The Corporation shall keep as permanent records current, and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. Records are to be kept at the Principal Office. The Corporation shall keep a copy of the following records at its principal office:

- (1) Its Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) Its Bylaws or Restated Bylaws and all amendments to them currently in effect;
- (3) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (4) A list of the names and business or home addresses of its current directors and officers;
- (5) Its most recent annual report delivered to the secretary of state; and
- (6) Appropriate financial statements of all income and expenses.

Section 3. Inspection of Records. The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the Corporation. The Corporation may impose a reasonable charge, covering the costs of labor and material for copies of any documents provided.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall be the parliamentary authority governing the meetings of the Board of Directors, the Executive Committee, and all committees subject to the laws of the state, the articles of incorporation, and these bylaws.

ARTICLE XIII. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by action approved by two-thirds (2/3) of the directors in office at the time the amendment is adopted. The Corporation shall provide notice of any meeting of directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting, is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XIV. DISSOLUTION OF THE CORPORATION

The corporation shall, on dissolution, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets exclusively for the purposes of the corporation in the manner required by law, or to such organization or organizations organized and operated, exclusively for 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 the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine.

Any such assets not 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 purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV. ADOPTION

These Bylaws shall become effective immediately upon their adoption by a vote of a majority of the Board of Directors of the Corporation.

Effective as of August 03, 2024.


Audrey Ellermann
President
Resident, Covenant Blu-Grand Center


T. Christopher Peoples
Secretary
Director, Great Rivers Greenway


Jeremy Main
Resident, Jeff-Vander-Lou (JVL)


Daphne Redding
Resident, St. Louis Place

"EXHIBIT A"

LIST OF COMMITTEES

Governance & Nominating Committee

Purpose - Overseeing the organization's governance structure, drafting by-laws, and defining the policies and practices related to operating the business.

Power - Meets to discuss, update and improve governance of the corporation, completes evaluation of the need and all nominations of potential board members for recommendation to the board, updating bylaws, financial procedures, operating manual, etc.

Area Wide Program Committee

Purpose - Manage the work of the corporation throughout the collaborative service area and beyond.

Power - Committee meets to discuss real estate development, CDA programs, including screening, infrastructure improvement programs, public engagement and other activities related to the entire service area excluding the neighborhood specific programs.

Neighborhood Committee

Purpose - Manage the work of the corporation in the neighborhoods and areas in close proximity.

Power - Committee meets to discuss activities related to the specific neighborhood including real estate development, CDA programs including beautification, infrastructure improvement programs, public engagement, historic district and other activities.

Strategic Planning Committee

Purpose - Manage the Strategic Plan as it relates to the operation, activity, output outcomes, and financial goals.

Power - Committee meets to set goals, to measure outputs and outcomes of work, to review financial goals, and to discuss an ongoing evaluation of the strategic plan, among other duties.

Fundraising Committee

Purpose - Manage the fundraising activities of the corporation.

Power - Create, coordinate and execute the fundraising activities of the organization.