

Willmore Park Society Bylaws

ARTICLE I – NAME

The name of the corporation shall be Willmore Park Society (Hereafter called the "Society")

ARTICLE II – FISCAL YEAR

Section 2.1 The Society's Initial Registered Agent and Office that described in the Article of Incorporation. The Registered Agent and Office may be changed from time to time as prescribed by the Missouri Secretary of State.

Section 2.2 Fiscal year. The Fiscal Year shall be January 1 through December 31.

ARTICLE III - MISSION, FUNCTION & PURPOSE

Section 3.1 Mission. The Willmore Park Society aims to honor the historical legacy of Cyrus Crane Willmore. The society is dedicated to enhancing recreational access, fostering community spirit, and expanding park amenities for everyone's enjoyment. It strives to integrate the local neighborhood with nature by collaborating with adjacent groups and municipal authorities to reinvest in the park and improve the overall experience.

Section 3.2 Function. Willmore Park Society will conduct charitable and or educational activities and or endeavors designed to develop resources and support for the ongoing preservation, improvement, support and promotion of Willmore Park.

Section 3.3 Incorporation Purpose. The corporation is organized exclusively for charitable, recreational, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under section 501 (C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV - MEMBERSHIP/SHAREHOLDERS

Section 4.1 The Corporation shall have no members or shareholders as identified and defined pursuant to Section 355.131 R.S. Mo (1994)

Section 4.2 The Corporation may develop a class or classes of organizational members that pay dues or fees and are entitled to certain benefits or recognition as a result of paying a membership fee. However, these "members" are not contemplated nor established as the kinds of "members: identified and defined pursuant to Section 355.131. R.S. MO (1994).

ARTICLE V - BOARD OF DIRECTORS

Section 5.1 General Powers. The business and property of the Corporation shall be managed by its board of Directors. The Board shall be responsible for the overall policy and direction of the Corporation, and shall delegate responsibility for day-to-day operations to the Corporation's Executive Director or in the absence of an appointed Executive Director to the Corporation's Extractive Committee.

All Officers and Agents for the Corporation, as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in the By-Laws or, in the absence of such provision as may be determined by policy and resolutions of the Board of Directors.

Section 5.2 Board Size. Qualifications and Composition . The Board of Directors shall, when fully staffed, consist of at least 5 directors but not more than 9 directors. Service on the Board of Directors requires that the person seeking to be a Director is in good standing as a member of the organization. If there are not any membership designations or classes for the this organization, the the Board shall have the authority to develop and use board service criteria and candidates as needed.

Section 5.3 Election and Terms of Office. The Board shall be self-appointed member may, at the discretion of the board, no longer be considered a board member. An appointment by the board for the vacancy shall be made before the next board meeting and voted on by the Board to fill the vacancy. Board meetings will be held on a quarterly basis unless otherwise agreed to by the Board, with elections, if any being held at the last quarterly meeting of the year.

Section 5.4 Vacancies In the case of any vacancy in the Board of Directors the remaining Directors, by affirmative vote of the majority thereof, shall at the discretion fill vacancies at any meeting of the Board of Directors.

Section 5.5 Regular meetings. The Board shall meet at least quarterly)resulting in no less than 4 meetings a year of the full Board), at an agreed upon time and location. Board members shall be given at least 7 days notice of regularly scheduled meetings. Meetings may take place in person, by telephone, by video, over the Internet, or any other effective form of electronic conferencing or by a noncombat of the aforementioned modes of communication.

Section 5.6 Special Meetings. Special meetings of the Board of Directors shall be called by request of the Chair or at least 3 members of the Board of Directors with written notification of the purpose(s) to the Board of Directors at least 48 hours in advance. Business transacted at all special meetings shall be confined to the subject stated in the call and matters germane thereto.

Section 5.7 Quorum. Fifty one percent (51%) or 5 members of the Board of Directors, whichever is less, shall constitute a Quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.8 Voting. Voting may take place in person, by telephone, by video, over the Internet, or any other effective form of electronic contemporaneous conferencing, or by a combination of the

aforementioned modes of communication during the course of a Board meeting.

Voting by e-mail. In the event that a vote of the Board of Directors is required by e-mail at a time when the Board is not in session for a meeting, such a vote will be effective if the vote is unanimous.

Section 5.9 Manner of acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors.

Section 5.10 Compensation. Member of the Board of Directors will be volunteers and serve without financial consideration from the Corporation. Meeting related expenses may be submitted for reimbursement.

Section 5.11 Removal. Any member of the Board of Directors may be removed from the Board by a Vote for Removal of no less than two-thirds (2/3) of the Board of Directors present at a scheduled meeting or voting by other means whenever, in its judgement, the best interests of the Corporation would be served. A Motion of Removal may be brought to the Board of Directors at any time and by any member of the Board of Directors During a Regular or Special Meeting of the Board of Directors.

ARTICLE VI - OFFICERS

Section 6.1 Officers and Duties. The Officers of the Corporation shall be a Chair, Vice-Chair, Treasurer, Secretary, and Technology Officer and other such other Officers as may be elected in accordance with the provisions of the Article and shall constitute the Executive Committee. All Officers of the Corporation shall be Members of the Board of Directors. The Board of Directors, by resolution may create up to 3 general Officers of the Board of Directors, all of whom shall be elected by the Board of Directors.

- a) Chair. The chair, or in his/her absence, a Vice-Chair shall preside at all meetings of the Board of Directors and shall

perform the duties usually devolving upon a presiding officer, appoint committees; execute instruments for and on behalf of the Board of Directors and the Corporation; represent the Board of Directors and the Corporation on official business; vote on matters before the Board of Directors, and perform other duties normally associated with the office of Chair.

- b) Vice-Chair. The Vice-Chair shall perform the duties and exercise the powers of the Chair in the absence of the person holding that office and serve as Chair until the next regularly scheduled election for officers, should the office of the Chair become vacant.
- c) Secretary. The Secretary or their designee shall keep or cause to have kept, a record of proceedings of the Board of Directors; attest to the validity of the minutes of each meeting of the Board of Directors; assure the interested parties have adequate notice of meetings of the Board of Directors; and assure safe custody of documents of the Board of Directors and the Corporation.
- d) Treasurer. The Treasurer or their designee shall have constructive custody of the corporation's funds and keep or cause to have kept, full and accurate accounts of receipts and disbursements in books belonging to the Corporation; shall deposit or cause to have deposited all money in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; disburse the Corporation funds as approved by the Board of Directors, taking proper vouchers for such disbursements; and render to the board of Directors an account of their transactions and of the financial condition of the Corporation as required by the Board of Directors. In the event the Chair and the Vice-Chair are both absent from a meeting of the Board, the Treasurer shall preside at the meeting of the Board.

- e) Technology Officer. The Technology Officer shall create, maintain and update the website, Facebook Pages, and any/all social media platforms for Friends and ensuring a positive and informative manner. Maintaining and updating all contacts and email lists of members and interested participants and volunteers.
- f) General Officers. General Officers shall serve in such capacity as directed at the time of the creation of the office.

Section 6.2 Election and Terms of Office. The Offices of the Corporation shall be elected and shall serve at the pleasure of the board. In the event of a vacancy, the board shall appoint a board member to fill that position.

Section 6.3 Vacancies. A vacancy in any Office may be filled by the Board of Directors for the unexpired portion of the term. Vacancies may be filled, or more offices created and filled, at any meeting of the Board of Directors. Each Officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed in the manner hereinafter provided.

Section 6.4 Removal. Any officer may be removed from office by a Vote for Removal of no less than two-thirds of the Board of Directors present at a scheduled meeting or voting by other means whenever, in its judgement, the best interests of the Corporation would be served. A Motion of Removal may be brought to the Board of Directors at any time and by any member of the Board of Directors during a Regular or Special Meeting of the Board of Directors.

ARTICLE VII - COMMITTEES

Section 7.1 General Committees. The Board may create and dissolve committees as needed. Individuals not serving on the Board of Directors may serve as general committee members. Committee chairs must be members of the Board, and each committee shall have at least 2 board members on the active, current roster of the committees. The 2 Board members do not have to be in attendance as a given committee meeting for the meeting of the committee to be valid and effective.

Section 7.2 Executive Committee. The Executive Committee shall determine the agenda, establish the meeting dates and set direction for the Board of Directors, and shall in the absence of an appointed Executive Director manage the day-to-day activities of the Corporation. The Executive Committee shall consist of two officers of the Corporation. It shall act as needed for the Board between meetings. All official actions of the Executive Committee between meetings shall be reported to the full board at its next regular meeting. The full Board may act to override actions take by the Executive Committee and or its members as needed.

ARTICLE VIII - EXECUTIVE DIRECTOR

Section 8.1 The Board of Directors shall at its discretion appoint or hire an Executive Director, who is the employee of the Board. The Executive Director shall carry out the Corporations purpose and policies. The Executive Director shall serve as an ex-officio (non-voting) member of the Board and all Board committees.

ARTILE IX - NONDISCRIMINATION

Section 9.1 The Directors,committee members, employees and persons served by the Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, sexual orientation, race, religion, national origin or ability status.

ARTICLE X - CONTRACT AND DEBTS

Section 10.1 Contracts, Bills, Notes. The Board of Directors shall authorize any member of the Executive Committee or the Executive Director to exercise and deliver appropriate contracts and other instruments, in the name of and on behalf of the Board of Directors and the Corporation as set forth in the Schedule of Authorization adopted by the Board of Directors and reviewed annually. Such authorization may be general or may be limited to specific documents, and may be terminated by the Board of Directors at any time.

Section 10.2 Debts. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution adopted by a quorum vote of the Board of Directors at a regular meeting or special meeting called for that purpose.

ARTICLE XI - CONFLICT OF INTEREST

Section 11.1 The Board of Directors shall adopt and annually review a Conflict of Interest Policy that is consistent with the recommendation set forth by the Internal Revenue Service for Corporations recognized as Tax-Exempt under section 501 (c-3) of the Internal Revenue Code. No part of the Conflict of Interest Policy will conflict with Section 355.416 R.S. Mo.

ARTICLE XII - AMENDMENTS

Section 12.1 These By-laws may be amended at any regular Board of Directors meeting by a two-thirds vote of the Board of Members present and voting. Proposed amendments shall be presented to the entire Board of Directors in writing a minimum of (14) days prior to the meeting.

ARTICLE XIII - CORPORATE RECORDS

Section 13.1 The Corporation shall keep as permanent records minutes of all meeting of its members and board of Directors, a record of all actions taken by the members or directors without a meeting, and a record of actions taken by committees of the Board of Directors.

Section 13.2 The Corporations shall maintain appropriate accounting records.

Section 13.3 The Corporation shall maintain its records in written form or in another form capable of conversion into written form with a reasonable time.

Section 13.4 The Corporation shall keep a copy of the following records at its principal office or if there is no principal office, in the possession of one of its officers:

- A) Its articles of restated article of incorporation and all amendments to the currently in effect
- B) Its bylaws or restated bylaws and all amendments to them currently in effect
- C) Resolutions adopted by its board of directors
- D) A list of the names and business or home addresses of its current directors and officers
- E) Its most recent corporate registration report delivered to the Secretary of State under section 355.856 and;
- F) Appropriate financial statements of all income and expenses

Section 14.1 Upon the dissolution of the Corporation, the Corporation shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation organized and operated

Section 15.4 Expense. The Term expense includes the cost of defense and amounts paid in satisfaction of judgments or in settlement, other than amounts paid to the Corporation.

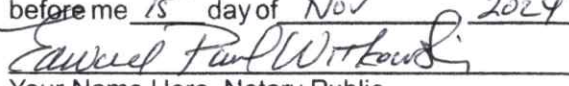
Section 15.5 Misconduct. The Corporation shall not, however, indemnify or hold harmless any Director or Officer for expense or Liability arising out of said Officer's or Director's intentional torts or violations of State or Federal Criminal Law.

Section 15.6 Indemnification not exclusive. The foregoing indemnification shall not be exclusive but shall be in addition to any and all other rights and remedies to which any such Director or Officer may be entitled as a matter of law.

Adopted by the Board of Directors on 11-15-24


Board President

11-15-24
Date

State of: Missouri
County of: City of St Louis
The foregoing instrument was acknowledged
before me 15 day of Nov 2024

Your Name Here, Notary Public
My Commission Expires 3/2/25

