

BYLAWS OF THE 2022 HOLLY HILLS SPECIAL BUSINESS DISTRICT (SBD)

ARTICLE I

District Purpose

Section 1.1 District

The 2022 Holly Hills Special Business District (“District”) is a political subdivision created pursuant to Sections 71.790 through 71.808 of the Revised Statutes of Missouri (“RSMo”), and formed by St. Louis, Missouri. The District will continue to exist and function for a period of ten (10) years following the effective date of the City’s ordinance which established the District. The district Shall be renewed by a public vote of property owners and residents.

Section 1.2 District Boundaries

The boundaries of the District are contiguous: Beginning at the intersection of the center line of Grand Boulevard and Bates Street; then southward along the center line of Grand Boulevard to its intersection with the center line of Loughborough Avenue; then westward along the centerline of Loughborough Avenue to its intersection with the center line of Morganford Road; then northward along the centerline of Morganford Road to Bates Street continuing on the center line of Bates Street to Grand Boulevard.

Section 1.3 Purpose of the District

The District will generally provide for certain services and public improvements listed in the statute. The District shall:

A. Cleaning, Landscaping, and Maintenance: services in this category will include the contracting of cleaning and maintenance services to a maintenance provider, which maintenance activities will include, but are not limited to (a) landscape and streetscape maintenance within the District; (b) maintenance of public art, decorations, improvements, banners, lighting, and signage; (c) graffiti removal; and (d) the purchase of equipment to assist in the above-listed cleaning and maintenance services.

B. Purchase, Installation, and Construction of Public Improvements: Services in this category will include the (a) the purchase, installation, and maintenance of lighting within the District; (b) the purchase, installation, and maintenance of street and/or sidewalk furniture; (c) the purchase, installation, and maintenance of beautification materials throughout the District, including seasonal and holiday decorations and landscaping; (d) the contracting of services for installation of street improvements throughout the District; (e) the matching of funds for grants and projects intended to benefit the District; Public

improvements in this category may include, but are not limited to (a) construction or reconstruction of sidewalks; (b) transportation related improvements (c) and parks.

C. Security and Public Safety: Services in this category will include (a) the contracting of security services to private security providers, off duty police officers, or a local police department; and (b) the purchase, installation, and maintenance of security cameras within the District. Services in this category may include but are not limited to (a) the purchase of communication equipment designed to address security related issues; (b) the purchase, installation, and maintenance of lighting for the security of the District.

D. Marketing, Advertising, Promotion, Branding and Special Events: Services in this category will include (a) the purchase and installation of way-finding markers, banners, electronic and or print newsletters and other promotional materials; (b) contracting of services for District-wide events; the planning, coordination, and implementation of District-wide events; (c) the purchase or lease of tents, bleachers, and other equipment for use at District-wide events.

E. Administrative Support: Services in this category will include (a) the purchase of administrative support materials such as office supplies, postage, reporting, and necessary equipment; (b) fees associated with the administrative activities of the District; and (c) the contracting of services with a separate entity for the administration of the District.

Section 1.4 Contract Agreements

A. Cooperate with other public agencies and with any industry or business located within the district in the implementation of projects within the district.

B. Enter into agreements with any other public agency, any person, firm, or corporation to effect any of the provisions contained in SBD statutes.

C. Contract and be contracted with, and to sue or be sued.

D. Accept gifts, grants, loans, or contributions from City of Saint Louis, the state of Missouri, political subdivisions, foundations, other public or private agencies, individuals, partnerships or corporations.

E. Employ or contract engineering, legal, technical, clerical, accountant, and other assistance as it may deem advisable.

ARTICLE II

Records and Principal Office

Section 2.1 Principal Office

The principal office of the District shall be located at _____. The District may have such other offices as the business of the District may require from time to time, located at such place or places as may be designated by the Board.

Section 2.2 Records

The District shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board. The District shall keep at its principal office a record of the name and address of each Director.

ARTICLE III

Board of Directors and Meetings

Section 3.1 General Powers

The District is governed and operated by a seven (7) member board of directors (the “*Board*”).

Section 3.2 Qualifications of the Board

Members of the Board must be at least 18 years of age. Five (5) members of the Board must be an owner of real property within the boundary areas of the district. Two (2) members of the Board must be a renter of real property within the boundary areas of the district.

Section 3.3 Term of Office

Each member of the Board shall attend at least seventy-five (75%) percent of board meetings and serve for a four (4) year term (except with respect to the initial members), with terms expiring as of December 31st of the designated year or when their successors are appointed as provided herein, whichever is later. The initial members shall be appointed for the terms set forth as follows: one (1) member shall be appointed for a term expiring December 31, 2024; two (2) members shall be appointed for a term expiring December 31, 2025; two (2) members shall be appointed for a term expiring December 31, 2026; and two (2) members shall be appointed for a term expiring December 31, 2027.

Section 3.4 Board Vacancies

In the event for any reason a Director is not able to serve his or her full term, any vacancy to the Board shall be filled by election of a Director by a majority vote of the Board.

Appointments to fill vacancies shall be for the unexpired portion of a term only.

Expectation is that vacancies should be filled within 30 days.

Section 3.5 Successor Directors

Successor Directors, whether serving a new term or filling a vacancy on the Board shall be elected or appointed by the Board.

Section 3.6 Regular Meetings

The Board shall hold regular meetings on the third (3rd) Tuesday of each month at such location as may from time to time be determined by the Directors, one of which shall be the District's annual meeting, which shall be held at such place as may be agreed by a majority of the Board.

Section 3.7 Special Meetings

The Chair and any three (3) Directors may call special meetings of the Board and may fix the time and place of the holding of such meetings, which shall be held for the purpose of transacting business designated in the notice of the special meeting, or as permitted by Section 3.6 above.

Section 3.8 Notices

Notice to Directors

Special Meetings - Notice of a special meeting shall be delivered personally, by mail, by electronic mail, or by fax to each Director at least two (2) days prior to the date of such special meeting. At such special meeting, no business shall be considered other than as designated in the notice; however, if all the Directors are present at a special meeting, an item of business, whether or not designated in the notice, may be transacted with their unanimous consent.

If mailed, the notice of a meeting given to a Director shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at the address on the records of the District, with postage thereon prepaid.

Notwithstanding any of the foregoing, the presence of any Director either in person or by electronic means (e.g., teleconference, telephone, web cast) shall be deemed as a waiver of any objection to a lack of notice pursuant to this section, unless such presence is for the sole purpose of raising such objection.

Notice to the Public

Notice of the time, date and place of each annual, regular or special meeting of the Board, its tentative agenda, and whether any portion of the meeting will be closed shall be given to the public at least twenty-four (24) hours in advance of the meeting time, exclusive of weekends and holidays, in a manner reasonably calculated to advise the public of the matters to be considered and in compliance with the Sunshine Law. Copies of this notice shall be posted on a prominent place which is easily accessible to the public and clearly designated for that purpose at the meeting place. Copies of such notice shall at the same time be provided to any member of the media who requests notice of meetings of the District. In addition to the above requirements, if the Board proposes to have a closed meeting, closed portion of a public meeting, or closed vote, the notice shall state the reason for holding such closed meeting.

Section 3.9 Special Circumstances

When it is necessary to hold a meeting of the Board on less than twenty-four (24) hours notice, at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying departure from the normal requirements shall be stated at the beginning of the meeting and recorded in the minutes.

Section 3.10 Quorum

A majority of the members of the Board serving at the time of any meeting shall constitute a quorum for the transaction of business at such meeting. If a quorum shall not be present at any such meeting, a majority of the Directors then present shall have power to adjourn the meeting, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which could have been transacted at the original session of the meeting.

Section 3.11 Action

The concurrence of the majority of the Directors present in any meeting at which a quorum is present shall bind the District. Unless the Board shall determine otherwise, all meetings shall be conducted and all actions taken in accordance with the most recent version of Robert's Rules of Order.

Section 3.12 Manner of Voting

Votes by the Board shall be by voice vote unless the presiding officer shall direct or any Director shall demand a vote by roll call or by ballot, provided however, that any votes taken during a closed meeting shall be taken by roll call. In the case of an abstention or a nay vote, the Director so abstaining or voting nay may be identified in the minutes of such meeting.

Section 3.14 Compensation

No Director shall receive compensation from the District for any services performed; provided, however, upon approval of the Board, Directors may receive reimbursement of actual and necessary expenses incurred by them on behalf of the District.

ARTICLE IV

Officers

Section 4.1 Officers

The Officers of the District shall consist of Chairman, Treasurer, and Secretary and such other offices as may form from time to time be established by the Board. One or more offices may be filled by the same person.

Section 4.2 Election and Term of Office

At the meeting of the Board at which these Bylaws are adopted, the Board shall elect from its membership a Chairman, Treasurer, and Secretary. Each of these officers shall serve until such a time as a new officer is elected by the Board. Such election shall occur upon the motion of any Director at or prior to any regular or special meeting, if in the event no such election is called or conducted, all previously elected officers shall continue to hold their respective offices and the annual election shall be held as soon thereafter as convenient to the Board. Any officer duly elected may succeed themselves. Each officer shall hold office until his or her successor shall be duly elected and qualified or until his or her resignation or removal as provided by these Bylaws.

Section 4.3 Removal

Any officer or agent elected or appointed by the Board may be removed by it whenever in its judgment, the best interests of the District will be served thereby.

Section 4.4 Vacancies

A vacancy in any office for any reason shall be filled by the Board at any meeting for the unexpired portion of the term of such officer.

Section 4.5 General Powers

The officers of the District shall have such powers as are usual and proper in the case of and incident to, such offices, except insofar as such power and control is limited by these Bylaws, by resolution of the Board or by the SBD Act.

Section 4.6 Presiding Officer

The Chairman shall preside at all Board meetings, and in his or her absence, the Treasurer shall preside, and in the absence of both, the Secretary shall preside.

Section 4.7 Duties of Officers

Chairman

1. To execute contracts, agreements or other documents to the extent such documents are authorized by the Board on behalf of the District;
2. To direct and manage the day-to-day affairs of the District, including, but not limited to, the conduct, management, hiring or termination of any employees, experts, consultants or professionals; and
3. To perform any and all tasks necessary or incidental to the office of the Chairman or the effective management of the District.

Treasurer

1. Cause all money paid to the District from all sources whatsoever to be properly receipted;

2. Cause all funds of the District to be deposited in such banks, trust companies or other depositories as shall be selected by the Board;
3. Authorize, pursuant to Board direction, all orders and checks for the payment of money and shall cause the District's money to be paid out as directed by the Board;
4. Assure that regular books of accounts are kept showing receipts and expenditures, and render to the Board, at each regular meeting, an account of the District's transactions and also of the financial condition of the District;
5. Perform all duties incidental to the office of the Treasurer and such other duties as may be assigned to the Treasurer by the Chairman of the Board.

Secretary

1. Keep the minutes of the meetings for the Board as provided by law in one or more books provided for that purpose;
2. Assure that all notices are properly given in accordance with these Bylaws and as required by law;
3. Be the custodian of all records and request of records;
4. Be custodian of the seal of the District if any;
5. When necessary, assure that the seal of the District is affixed to all documents duly authorized for execution under seal on behalf of the District;
6. Keep a register which includes the address and telephone number of each Director whose address and telephone number shall be furnished to the Secretary by such Director;
7. Perform all duties incidental to the office of Secretary and such other duties as may be assigned to the Secretary by the Chairman of the Board; and
8. Exercise such other duties as is from time to time delegated by the Board by resolution.

Additional Officers

The powers and duties of any additional officers shall be determined by the Board when creating such offices.

Section 4.8 Employees and Independent Contractors.

The District may employ, or contract with any service provider for the services of technical experts and such other officers, agents, and employees, permanent and temporary, as the District may require, and shall determine their qualifications and duties and, if they are employees of the District, their compensation. For such legal services as it may require, the District may retain its own counsel. The District may delegate to one or more of its agents or employees such powers or duties as it may deem proper.

ARTICLE V

Section 5.1 Fiscal Year.

The fiscal year of the District shall be January 1 – December 31.

ARTICLE VI

Section 6.1 Committees

The Board shall establish committees relevant to the spending categories of (1) Cleaning, Landscaping, and Maintenance, (2) Purchase, Installation, and Construction of Public Improvements, and (3) Security and Public Safety. Each committee should be made up of 9-15 members who are residents, property owners, or business representatives from the District boundary area. The Board may confer upon them such powers as it deems expedient for the conduct of the District's business.

ARTICLE VII

Section 7.1 Amendment

From time to time these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board provided that no alteration, amendment or change shall be made without the affirmative vote of a majority of the total number of Directors voting.

ARTICLE VIII

Section 8.1 Annual Report

The Board shall have prepared and file annual reports as required by the SBD Act or any other applicable law and shall provide for any other review of the accounts of the District as it deems necessary.

ARTICLE IX

Section 9.1 Indemnification of Directors

Each person (and heirs and legal representatives of such person) who serves or has served as a Director, officer or employee of the District shall be indemnified by the District against all liability and reasonable expense, including but not limited to attorney fees and disbursements and amounts of judgments, fines or penalties, incurred by or imposed upon him/her in connection with any claim, action, suit or proceeding, actual or threatened, whether civil, criminal, administrative or investigative, and appeals in which he/she may become involved as a party or otherwise by reason of acts or omissions in his/her capacity as and while a board member, officer or employee of the District.

The indemnification required under these Bylaws in respect to any claim, action, suit or other proceeding shall be made only upon the prior determination by a resolution of a majority of those members of the Board who are not involved in the claim, action, suit or other proceeding, that such person met the standard of conduct required, or, in the discretion of the Board of Directors, upon the prior determination by non-employee legal counsel, in written opinion, that such person has met such standard. The standard of

conduct required shall be that such person acted in good faith for a purpose which he or she reasonably believed to be in the best interest of the District, and that he/she, in addition, in any criminal action or proceeding, had not reasonable cause to believe his/her conduct to be unlawful.

Expenses incurred which are subject to indemnification shall be advanced by the District prior to final disposition of the claim, action, suit or other proceeding upon receipt of any undertaking acceptable to the District by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification.