



Memorandum

November 11, 2014

To: DNA Board of Directors

From: Daniel Flynn

Date: November 11, 2014

Re: Proposal for Amending Bylaws; Other Points of Interest

Purpose of Memorandum

At the General Membership Meeting on November 10, 2014, the Board proposed an amendment to the Bylaws. The proposed amendment would have amended the Bylaws by creating three separate classes of directors in order to have staggered terms. Prior to the vote, concerns from the membership were raised as to the process by which the vote was being conducted. In the interest of "transparency", the Board tabled the matter until a later date.

This memorandum sets forth one possible way in which the Board of Directors may proceed.

Proposed Amendment to the Bylaws

Currently, Article VIII, Section 3 of the Bylaws provides as follows:

Terms of Board Members. The term of each seat on the Board of Directors shall be for one (1) year. There shall be no term limitations imposed and a General Member may serve as many times as he or she is elected to the Board of Directors.

The proposed amendment to the Bylaws, would remove Article VIII, Section 3 of the Bylaws in its entirety, and replace it with the following:

Terms of Board Members. When the General Membership elects the Board of Directors at the 2015 Annual Meeting, the General Membership shall elect three separate classes of directors for the sole purpose of

ensuring that the terms of the Directors are staggered. Class 1 shall include three (3) seats on the Board of Directors, and there shall be an election for these three (3) seats every even numbered year thereafter. Class 2 shall include three (3) seats on the Board of Directors, and there shall be an election for these three (3) seats in every odd numbered year thereafter. Class 3 shall include one (1) seat on the Board of Directors, and there shall be an election for this one (1) seat every year thereafter.

There shall be no term limitations imposed, and a General Member may serve on the Board of Directors as many times as he or she may be elected to the Board of Directors.

Possible Ballot

The Board could use the ballot set forth below. The ballot should be displayed on the DNA website and emailed to the membership at least seven (7) days before the meeting where the vote will be held.



BALLOT Amendment to Bylaws

I, _____, am a member of the Downtown Neighborhood Association.

Article VIII, Section 3 of the Bylaws provides as follows:

Terms of Board Members. The term of each seat on the Board of Directors shall be for one (1) year. There shall be no term limitations imposed and a General Member may serve as many times as he or she is elected to the Board of Directors.

Question: Shall the Association amend its Bylaws by deleting Section 3 of Article VIII (set forth directly above) and replace it with the following language?

Terms of Board Members. When the General Membership elects the Board of Directors at the 2015 Annual Meeting, the General Membership shall elect three separate classes of directors for the sole purpose of ensuring that the terms of the Directors are staggered. Class 1 shall include three (3) seats on the Board of Directors, and there shall be an election for these three (3) seats every even numbered year thereafter. Class 2 shall include three (3) seats on the Board of Directors, and there shall be an election for these three (3) seats in every odd numbered year thereafter. Class 3 shall include one (1) seat on the Board of Directors, and there shall be an election for this one (1) seat every year thereafter.

There shall be no term limitations imposed, and a General Member may serve on the Board of Directors as many times as he or she may be elected to the Board of Directors.

This proposed amendment would take effect immediately.

If you vote to approve of the proposed amendment set forth directly above, circle "YES" below.

If you do not support the proposed amendment set forth directly above, circle "NO" below.

YES

NO

Need for a Special Meeting

The Board of Directors should call a Special Meeting for January 12, 2015, before the Annual Meeting. The Board should provide sufficient notice (See Bylaws Article VII, Section 3). The sole agenda item for the Special Meeting should be the ballot measure set forth above.

With respect to conducting the vote, the Board of Directors will want to refer to the Bylaws (See Article XVI).

After the votes are collected and tallied, the Board should announce the results of the vote. The Board should then adjourn the Special Meeting. The Board could then immediately call to order the Annual Meeting.

2015 Annual Meeting

The 2015 Annual Meeting should be held on Monday, January 12, 2015. See Bylaws Article VII, Section 1.

At this meeting, a vote for the new Board of Directors shall be held. There will need to be two ballot forms created. In the event that the ballot measure at the Special Meeting fails, then there will be an election for seven (7) seats, and each seat shall have a term of one (1) year. In the event that the ballot measure is adopted, then the ballot shall account for the three separate classes of directors with staggered terms.

Fun Fact: DNA Does Not Have a President or Vice President

It is not clear how this happened, but the Bylaws do not recognize a President or Vice President. Rather, the Bylaws recognize a Chairperson and Vice Chairperson.

Since its inception, DNA has referred to these positions as President and Vice President. There is absolutely no "harm" that has been created other than a little embarrassment.

There are two ways to remedy this scrivener's error. First, DNA can be sure that it uses the terms "Chairperson" and Vice Chairperson" going forward. Alternatively, the Board can propose a technical amendment to the Bylaws. This proposed amendment could be done with the following ballot, and this vote could be held at the 2015 Annual Meeting as long as proper notice was given. (See Bylaws Article VII, Section 1).



BALLOT

Amendment to Bylaws

I, _____, am a member of the Downtown Neighborhood Association.

Preface: The Bylaws of the St. Louis Downtown Neighborhood Association ("Association") set forth four (4) Board Officer positions (i.e. Chairperson, Vice Chairperson, Secretary and Treasurer). These positions are set forth in Article VIII, Section 8 of the Bylaws, and these terms are used appropriately and consistently throughout the Bylaws.

Question 1: Shall the Association amend its Bylaws by deleting the term "Chairperson" and replacing it with "President" throughout?

This proposed amendment would take effect immediately.

If you vote to approve of the proposed amendment set forth directly above, circle "YES" below.

If you do not support the proposed amendment set forth directly above, circle "NO" below.

YES

NO

Question 2: Shall the Association amend its Bylaws by deleting the term "Vice Chairperson" and replacing it with the term "Vice President" throughout?

If you vote to approve of the proposed amendment set forth directly above, circle "YES" below.

If you do not support the proposed amendment set forth directly above, circle "NO" below.

YES

NO