

BY-LAWS OF
THE LAFAYETTE PARK CONSERVANCY

ARTICLE I: OFFICES

Section 1. Principal Office.

The principal office of the corporation in the State of Missouri shall be located in the City of St. Louis. The corporation may have such other offices within the State of Missouri as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2. Registered Office.

The corporation shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by The General Not for Profit Corporation Law of the State of Missouri. The registered office 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: PURPOSES

The purposes of the corporation shall be those non-profit purposes stated in the Articles of Incorporation of the corporation, as amended from time to time.

ARTICLE III: MEMBERS

Section 1. Membership.

Any member of the public may become a friend of the corporation by the payment of the appropriate fee established from time to time by the Board of Directors and providing such information as the Board of Directors may uniformly request from all applicants, provided that the Board of Directors may decline the request if the Board of Directors reasonably determines that allowing such a person to be (or continue as) a friend of the corporation would not be in the best interests of the corporation. Any friend of the corporation may be removed by a vote of the majority of the members present at a meeting of the friend of the corporation at which a quorum is present if it is determined by the members (or the Board of Directors) that it would not be in the best interests of the corporation for such person to continue as a friend of the corporation. Hereinafter, friends of the corporation are referred to as "Members."

Section 2. Voting.

The Members, at the annual meeting of the corporation, shall elect nine (9) Members to the Board of Directors, in the manner provided herein. Except as otherwise required by law or provided for in these By-laws or the corporation's Articles of Incorporation, the Members of the corporation shall not have voting rights in regards to the management of the corporation, and the property and affairs of the corporation shall be managed by the Board of Directors. Each Member of the corporation present at the annual meeting of the corporation shall be entitled to cast one vote on each matter coming before such meeting for the vote of the Members. A Member shall not be entitled to cumulate his or her votes, whether the vote is taken pursuant to an election of directors or otherwise. Notwithstanding any other provision herein, any election of a Member or Members to the Board of Directors may be conducted by mail.

Section 3. Annual Meetings.

The first annual meeting of the corporation shall be held without other notice than this By-law, on November 9, 2003, immediately preceding the second annual meeting of the Board of Directors. Thereafter, the regular annual meeting of the corporation shall be held on the same day as and immediately preceding the annual meeting of the Board of Directors, for the election of Members to the Board of Directors, and the transaction of such other business as shall come before such meeting. The Board of

Directors may provide by resolution the time and place, within the State of Missouri, for the holding of additional regular meetings of the Members.

Section 4. Special Meetings.

Special meetings of the Members of the corporation may be called by the President, the Board of Directors or by Members having at least one-twentieth (1/20) of the votes entitled to be cast at such meeting. The person or persons authorized to call special meetings of the Members may fix any place, within the State of Missouri, and the time for holding any special meeting of the Members called by them, provided that no special meeting shall be held between the hours of 8:00 a.m. and 5:00 p.m., Monday through Friday, of any week. Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the Members.

Section 5. Notice.

The corporation shall notify its Members of the place, date and time of any special meeting of the Members no fewer than five (5), or if notice is mailed by other than first-class or registered or certified mail, thirty (30), nor more than sixty (60) days before the meeting date. If any of the following matter or matters will be submitted for a vote of the Members at any meeting, then notice must be provided for such meeting in the same manner as for a special meeting, and such notice shall include a description of such matter or matters: the removal of one or more directors, a merger, consolidation or dissolution or a sale, lease, or exchange of all or substantially all of the corporation's property other than in the usual and regular course of its activities. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called. Any Member may waive notice of any meeting in writing, signed by the person entitled to the notice, whether before or after the time stated therein. The attendance of any Member at any meeting shall: (i) waive objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 6. Quorum.

The presence of the lesser of fifty (50) Members entitled to vote or one-tenth (1/10th) of the total Members entitled to vote shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the Members of the corporation. The act of a majority of the Members present at a meeting of members at which a quorum is present shall be valid as the act of the Members, except in those specific instances in which a greater number may be required by The General Not For Profit Corporation Law of the State of Missouri, the Articles of Incorporation of the corporation or these By-laws.

Section 7. Adjournment.

If a quorum shall not be present at any such meeting, the Members present shall have the power to adjourn the meeting, without notice other than announcement at such 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 such meeting.

Section 8. Compensation.

Members shall not receive any compensation from the corporation for serving as a friend of the corporation.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers.

The property and affairs of the corporation shall be managed by the Board of Directors of the corporation. All members of the Board of Directors shall automatically become a friend of the corporation upon his or her election to the Board of Directors. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the

corporation or these By-Laws, to supervise, control, direct and manage the property, affairs and activities of the corporation, to determine the policies of the corporation, to do or cause to be done any and all lawful things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:

- a) The Board of Directors shall not authorize or permit the corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the corporation or by a corporation organized under The General Not for Profit Corporation Law of the State of Missouri;
- b) None of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation; and
- c) All income and the property of the corporation shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the corporation.

Section 2. Number and Qualifications.

The number of Directors of the corporation shall be no more than fifteen (15). The number of Directors may be changed from time to time, by amendments to these By-Laws duly made, provided however, that the number of Directors shall not be less than nine (9).

The Directors elected at the annual meeting of the corporation may elect as many as six (6) additional Directors selected from qualified individuals who shall serve until the next annual meeting of the corporation.

Section 3. Election and Terms of Office.

At the first annual meeting of the corporation and at every annual meeting of the corporation thereafter, as the first order of business at each annual meeting, the Members shall elect nine (9) Directors from qualified persons to serve a one (1) year term commencing upon the conclusion of their election and ending at the next annual meeting of the corporation. Any Director whose term is about to expire may be elected to succeed himself or herself.

Nominations may be made in writing by any Member or Director at any time prior to the start of the annual meeting.

After the conclusion of the annual meeting of the corporation, the Directors elected at that meeting shall hold their first Board Meeting for the purpose of electing officers and transacting such other business as may be presented at the meeting. No notice need be given to such newly elected Directors who are present at such meeting or who sign waivers of notice thereof.

Section 4. Vacancies.

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve until the next annual meeting of the corporation.

Section 5. Compensation.

Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore. A Director may be reimbursed for his actual expenses reasonably incurred in attending meetings and in rendering services to the corporation in the administration of its affairs.

Section 6. Resignation

Any Director may resign from the Board of Directors of the corporation; such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board of Directors of the corporation, as such resignation shall provide.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings.

The first regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, on October 19, 2002. The second regular annual meeting of the Board of Directors shall be held without other notice than this By-Law on November 9, 2003. Thereafter, the regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, on the Sunday closest to November 12th of each succeeding year. If the day fixed for any such meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. In addition to the annual meeting, the Board of Directors shall hold at least three additional regular meetings each year. The Board of Directors shall provide by resolution the times, and place, within the State of Missouri, for the holding of the three additional regular meetings of the Board, without other notice than such resolution.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Missouri, and the time for holding any special meeting of the Board called by them.

Section 3. Notice.

Notice of any special meeting of the Board of Directors shall be given at least eight (8) working days previously thereto by written notice delivered personally or sent by mail, electronic mail (e-mail or FAX) or telegraph to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail or FAX, such notice shall be deemed to be delivered by return confirmation. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 4. Quorum.

The presence of a majority of the whole Board of Directors shall be requisite for, and shall constitute a quorum for, the transaction of business at all meetings of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors, except in those specific instances in which a greater number may be required by The General Not for Profit Corporation Law of the State of Missouri, the Articles of Incorporation of the corporation or these By-Laws.

Section 5. Adjournment.

If a quorum shall not be present at any such meeting, the Directors present shall have the power, successively, to adjourn the meeting, without notice other than announcement at such 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 such meeting.

Section 6. Voting.

Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

Section 7. Meetings by Conference Telephone.

Unless otherwise provided in the Articles of Incorporation of the corporation, members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment

whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

ARTICLE VI: COMMITTEES

Section 1. Executive Committee.

The Board of Directors, by adoption of these By-Law, hereby creates an Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, pledge, exchange or mortgage of all or substantially all of the property and assets of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; contracting a loan or executing an evidence of indebtedness on behalf of the corporation except pursuant to authorization by the Board of Directors; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The Executive Committee shall have the power to take action on behalf of the corporation as provided herein between regular and special meetings of the Board of Directors, but such action shall be reported to the Board of Directors at its next regular or special meeting. The Executive Committee may not authorize distributions to Directors, officers, General Members, agents or employees, except in exchange for value received. The Executive Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law. Members of such an Executive Committee shall be limited to members of the Board of Directors. All officers of the corporation shall serve on the Executive Committee.

Section 2. Standing Committees.

The Board of Directors shall have the power to designate standing committees, by resolution adopted by a majority of the Directors in office. Such standing committees shall not have and/or exercise the authority of the Board of Directors in the management of the corporation. The Board of Directors may, by resolution adopted by a majority of the Directors present at which a quorum is present, suspend or otherwise alter the operation or functioning of any or all such committees. Initially, four (4) standing committees are provided for in these By-Laws. The four committees are:

- a) The Planning Committee shall be responsible for: (i) identifying and manage ongoing projects that are in keeping with the Lafayette Park Master Plan; (ii) managing ongoing maintenance of Lafayette Park; (iii) perform and maintain historical research about Lafayette Park; (iv) assisting with approved Master Plan project design details; and (v) acting as a neighborhood liaison.
- b) The Outreach Committee shall be responsible for: (i) establishing and maintaining active participation in the corporation through the Membership of the corporation; (ii) establishing membership application procedures; (iii) planning special events in conjunction with the Capital Development Committee; (iv) developing newsletters and communication material to actively inform Members and the community of park activities, volunteer opportunities and upcoming events, in conjunction with the Capital Development Committee, and (v) maintaining the membership rolls and records.
- c) The Capital Development Committee shall be responsible for: (i) researching, presenting and developing grant proposals in conjunction with any consultants retained by the corporation; (ii) developing marketing materials for the solicitation of funds; (iii) developing public relations campaigns and media engagements; (iv) planning special events, in conjunction with the Outreach Committee, that will draw attention to, or contributions to, the corporation and (v) seeking media attention for appropriate events and other newsworthy situations.
- d) The Finance Committee shall be responsible for: (i) managing the fiscal responsibilities of the corporation; (ii) recommending membership levels; (iii) maintaining the corporation's memberships and IRS status; (iv) hiring and maintaining an outside accountant to perform an annual audit of the corporation; (v) working with the Capital Development Committee in

identifying and seeking major contributions from corporation, foundations and grants; and (vi) overseeing any project management responsibilities.

All Members shall be eligible to serve as members of the standing committees of the corporation. Each member of the Board of Directors shall serve on a minimum of one standing committee. Each committee shall have two (2) or more Directors, who shall serve at the pleasure of the Board if the committee constitutes a "committee of the Board of Directors" as provided in Section 355.406.1 of The Missouri Nonprofit Corporation Act of the State of Missouri. Notwithstanding anything in these By-Laws to the contrary, any member of a standing committee may be removed by the Board of Directors of the corporation whenever in its judgement the best interests of the corporation shall be served by such removal.

Section 3. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Directors or Members of the corporation. Any member thereof may be removed by the Board of Directors of the corporation whenever in its judgement the best interests of the corporation shall be served by such removal.

Section 4. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Chairman.

One member of each committee shall be appointed chairman by such committee members unless otherwise provided in these By-Laws.

Section 6. Vacancies.

Vacancies in the membership of any committee, may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules.

Each committee may adopt rules for its own government not inconsistent with these By-Laws, The Missouri Nonprofit Corporation Act of the State of Missouri, or with the rules adopted by the Board of Directors.

ARTICLE VII: OFFICERS

Section 1. Officers.

The officers of the corporation shall be a President, two or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretary and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Treasurer and Secretary.

Section 2. Election and Term of Office.

Initially, the officers of the corporation shall be named in the Articles of Incorporation of the corporation, to serve at the pleasure of the Board of Directors of the corporation until the second annual meeting of the Board of Directors and until their successors are duly elected. Thereafter, the term of office of all officers shall be one year. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgement the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies.

A vacancy in any office because of expansion, death, resignation, removal, disqualification, or otherwise, may be filled by the board of Directors.

Section 5. President.

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. 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 authorized by the Board of Directors, any deeds, mortgages, bonds, contract, 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 By-Laws or by statute to some other officer or agent of the corporation, and such other duties as may be prescribed by the Board of Directors from time to time. The President will be elected by the Board of Directors at its annual meeting. The President shall be an *ex officio* member of all standing committees.

Section 6. Vice Presidents.

The Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. In the event there be more than one Vice President, the Vice Presidents shall serve in the order of their election. The Vice President(s) shall perform such other duties as from time to time may be assigned to the vice Presidents(s) by the President or the Board of Directors.

Section 7. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; 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 and other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general perform all the duties as from time to time may be assigned to him or her by the President, or by the Board of Directors. The Treasurer shall maintain complete records and deliver the records to his successor at the end of the term. The Treasurer shall serve as Chairman of the Finance Committee.

Section 8. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation, if any, 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 fully authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties as from time to time may be

assigned by the President or by the Board of Directors. The Secretary shall maintain minutes and deliver such minutes to his successor at the end of the term.

ARTICLE VIII. FISCAL AUTHORITY

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, 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. Check, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by 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 3. Deposits.

All funds of the corporation 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. In the absence of such determination by the Board of Directors, the Treasurer shall be authorized to open such banking accounts as in the Treasurer's judgement may be necessary for the purposes of depositing and disbursing moneys for the general purposes of the corporation, and that deposits and disbursements in and from such banking accounts shall be made on behalf of the corporation by the Treasurer or the Assistant Treasurer.

Section 4. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Prohibited Loans.

The corporation shall not make any loan to any officer or Director of the corporation.

Section 6. Budget.

An annual budget shall be prepared at the direction of the President for approval by the Board of Directors at its annual meeting.

Section 7. Fiscal Year.

The fiscal year of the corporation shall be determined by the Board of Directors. The Board of Directors shall have the power to change the fiscal year of the corporation, from time to time, which shall become the taxable year of the corporation upon approval of the Internal Revenue Service.

ARTICLE IX. BOOKS AND RECORDS.

The corporation shall maintain a permanent record, minutes of all meetings of the Board of Directors and committees of the Board of Directors and records of all action taken by them without a meeting. The corporation shall maintain at its principal office a copy of: (a) the corporation's current Articles of Incorporation and By-Laws, including all amendments, (b) a list of the names and addresses of the corporation's current Directors and officers, (c) the corporation's most recent annual report filed with the Secretary of State, and (d) appropriate financial statements of the corporation's income and expenses and other appropriate accounting records. These records shall be maintained either in written form or a form capable of conversion into written form within a reasonable period of time. All books and records of the corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X. WAIVER OF NOTICE.

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Law of the State of Missouri, or under the provisions of the By-Laws of the corporation, a waiver thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 1. Indemnification of Directors and Officers.

The provisions of this Article XI shall be in the nature of a contract between the corporation and each of its Directors and officers made in consideration of such person's continued service to the corporation. The protection afforded to each Director and officer by the provisions of this Article XI shall survive such person's term in office. This Article may not be repealed, nor may the benefits to the Directors and officers afforded hereby be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

- a) The corporation shall hold harmless and indemnify each Director and officer to the fullest extent authorized or permitted by the provisions of Subsections 1 through 6 and 9 through 11 of Section 351.355, Missouri Revised Statutes 1986, (which Section, in its entirety, is hereinafter referred to as the "State Statute") or any other or additional statutory provisions which are hereafter adopted authorizing or permitting such indemnification.
- b) The corporation may purchase and maintain for the benefit of each Director and officer, as named insured or additional insured, a policy or policies of general comprehensive liability insurance (covering claims arising out of death, illness or injury or arising out of property loss or damage) and Directors' and officers' liability insurance (covering claims arising out of wrongful acts or omissions) in respect of liabilities asserted against and/or incurred by its Directors or officers in either such capacity or otherwise in the performance of their services for the corporation. In the event the corporation does not purchase and maintain such insurance, it shall indemnify each Director and officer and hold him harmless to the fullest extent of the coverage which would have been provided by such insurance.
- c) In addition to the foregoing, and subject only to the exclusions set forth in Subsection "d" of this Section 1, the corporation shall, to the fullest extent authorized or permitted by the provisions of Subsection 7 of the State Statute, hold harmless and indemnify each Director and officer:
 - i) Against any and all expenses (including attorneys fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by such Director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the corporation) to which such Director or officer is, was or at any time becomes a party, or is threatened to be made a party, by reason of fact that such Director or officer is, was or at any time becomes a Director or officer of the corporation, or is serving or at any time serves at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise; and
 - ii) Otherwise to the fullest extent as may be provided to such Director or officer by the corporation under the non-exclusivity provisions of the State Statute.
- d) No indemnity pursuant to Subsection "c" of this Section 1 shall be paid by the corporation:
 - i) Except to the extent the aggregate of losses to be indemnified thereunder exceeds the amount of such losses for which the Director or officer is indemnified either pursuant to Subsection "a" or "b" of this Section 1 or

- pursuant to any insurance of the type referred to in Subsection “b” of this Section 1 purchased and maintained by the corporation;
- ii) In respect to remuneration paid to such Director or officer if it shall be determined by a final decision of a court having jurisdiction in the matter that such remuneration was in violation of law;
 - iii) On account of such Director’s or officer’s conduct which is finally adjudged by a court having jurisdiction in the matter to have been knowingly fraudulent, deliberately dishonest or willful misconduct; or
 - iv) If a final decision by a Court having jurisdiction in the matter shall determine that such indemnification is not lawful.
- e) All agreements and obligations of the corporation contained in this Article X shall continue during the period the Director or officer is a Director or officer of the corporation (or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise) and shall continue thereafter so long as the Director or officer shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal or investigative, by reason of the fact that he was a Director or officer of the corporation or serving in any other capacity referred to in this Article X.
 - f) The corporation will pay all reasonable expenses of the Director or officer incurred in defending any civil or criminal action, suit or proceeding against him provided he shall have agreed to reimburse the corporation if any to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the corporation for such expenses.

Section 2. Indemnification of Employees and Agents.

- a) The corporation may, by majority vote of the Directors, hold harmless and indemnify all, some or none of the employees and agents of the corporation.
- b) If the corporation provides protection as authorized in Subsection “a” of this Section 2, it may provide such person or persons the same full and complete protection afforded to Directors and officers under Section 1 of this Article or it may provide such lesser or more limited protection, the corporation being under no obligation to provide same or equivalent protection to any one employee or agent as may be provided to another.
- c) If any indemnification protection is to be provided under this Section 2, it may be provided either by contract or By-Law, and in the latter case may be repealed without consent of the indemnitee.

ARTICLE XII. CONFLICT OF INTEREST

Any transaction in which a Director of this Corporation has a material interest shall be approved in advance by the vote of a majority of Directors on the Board or the Executive Committee who has no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director. The Directors shall approve the transaction if: (a) the material facts of the transaction and the subject Director’s interest are disclosed to the Board or the Executive Committee, and (b) the Directors in good faith reasonably believe that the transaction is not unfair to the corporation and will not violate its corporate purposes. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transactions, a quorum is present for the purposes of approving the conflict of interest transaction. The presence of a Director with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section.

ARTICLE XIII. AMENDMENTS

The Board of Directors of the corporation shall have the power to make, alter, amend and repeal the By-Laws of the corporation and to adopt new By-Laws, which power may be exercised by a vote of two-thirds (2/3) of the full Board of Directors. The corporation shall keep, at its principal office, a copy of

the By-Laws of the corporation, as amended, which shall be open to inspection by any member of the Board of Directors at all reasonable times during business hours.

ARTICLE XIV. RULES OF ORDER

Except as the General Not for Profit Corporation Law of the State of Missouri, the Articles of Incorporation of the corporation, or these By-Laws otherwise require, Robert's Rules of Order, as amended, shall govern the meetings of the Board of Directors or any committee of the corporation in any matters of parliamentary procedure unless a majority of those present at the meeting vote otherwise.

CERTIFICATE

The foregoing By-Laws were duly adopted as and for the By-Laws of The Lafayette Park Conservancy by the Board of Directors of said corporation at its first annual meeting held October 19, 2002, and have been amended by the Board of Directors on June 28th, 2004, and also by having been amended by the Board of Directors on January 20, 2008, and again on June 24, 2008.

President

ATTEST:

Secretary

THE LAFAYETTE PARK CONSERVANCY BY-LAWS REVISIONS
VOTED UPON AND AGREED TO AT THE JANUARY 20, 2008 MEETING
OF THE BOARD OF DIRECTORS

In Article VI, Section 2, Standing Committees, the first paragraph is to remain as is except for the last two sentences which shall be deleted and replaced by:

“The six standing committees provided for in these By-Laws are:

- a) The Planning Committee, which shall be responsible for identifying, prioritizing, formulating, initiating and implementing improvement projects which are in keeping with the Lafayette park Master Plan,
- b) The Operations/Outreach Committee, which shall be responsible for managing the ongoing maintenance of Lafayette Park through liaison with appropriate City of St. Louis departments, through establishing and managing a corps of volunteers, and through agreements developed and maintained with private contractors.
- c) The Capital Development Committee, which shall be responsible for raising funds for both park improvement projects and ongoing maintenance, through capital campaigns, giving programs, annual funds, special events, grant writing and direct solicitation of donations.
- d) The Finance Committee, which shall be responsible for managing the fiscal responsibilities of the corporation, including but not limited to (i) causing an independent annual audit of the corporation to be performed, (ii) maintaining the corporation’s memberships and IRS status, and (iii) overseeing any project management responsibilities.
- e) The Membership Committee, which shall be responsible for (i) establishing and maintaining active participation in the corporation through the Membership of the corporation, (ii) establishing membership application procedures, and (iii) maintaining the membership tolls and records.
- f) The Publicity Committee, which shall be responsible for (i) developing and publishing newsletters and other communication material to actively inform Members and the community of park activities, volunteer opportunities and upcoming events, (ii) developing and maintaining a computer website for the same purposes, (iii) placing informative and promotional material in the public media, and (iv) researching and maintaining historical and archival material pertaining to the Lafayette Park Conservancy and Lafayette Park.”

Robert Bischoff, President
Buckner, Secretary

Wardwell

THE LAFAYETTE PARK CONSERVANCY
BY-LAWS REVISIONS VOTED UPON AND AGREED TO
AT THE JUNE 24, 2008 MEETING OF THE BOARD OF DIRECTORS

In Article III, Members, Section 2., Voting, the first sentence shall be amended to read as follows: "The Members, at the annual meeting of the corporation, shall elect the Directors of the corporation in the manner provided herein."

In Article IV, Board of Directors, Section 2, Numbers and Qualifications, the second paragraph shall be deleted.

In Article IV, Board of Directors, Section 3, Election and Terms of Office, the first paragraph shall be deleted and the following four paragraphs substituted for it:

"At the annual meeting of the corporation to be held in November, 2008 the Members shall elect no fewer than nine (9) nor more than fifteen (15) Directors of the corporation.

"Of the Directors elected at that meeting, one half, if the total number of Directors is an even number, or one half plus one, if the total number of Directors is an odd number, shall serve two year terms of office and the balance shall serve one year terms of office.

"Directors elected at the annual meetings of the corporation thereafter shall serve two year terms of office."

"The terms of office of Directors shall commence upon their election and end upon the election of their successors. Any Director whose term of office is about to expire may be elected to succeed himself or herself.

Robert Bischoff, President
Buckner, Secretary

Wardwell