

BYLAWS

THE COMMUNITY PARTNERSHIP (The Partnership)

Article 1. Name

The name of this corporation shall be The Community Partnership.

Article 2. Not-For-Profit-Corporation

The corporation is a corporation as defined under Chapter 355 RSMo of the Law of the State of Missouri. This corporation is a Public Benefit Corporation.

Article 3. Purpose

3.A. Codes

The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation, shall be exclusively within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

3.B. Purposes

The purposes for which this corporation is formed are to:

1. Endeavor, in coordination with the communities served, to identify, coordinate, and contribute to meeting the identified needs of children, families and communities;
2. Facilitate a safe, inclusive community where stakeholders have full opportunity to achieve productive, healthy lives utilizing the diversity of people and resources;
3. Enhance the ability of families, the community, and agencies to better meet their respective needs;
4. More effectively use community resources;
5. Minimize duplication of services to children and families;
6. Identify gaps in services to children and families;
7. Creatively develop programs that utilize existing community resources and talents; and secure additional resources as needed; and
8. Enhance leadership and decision-making opportunities for community residents.

3.C. Influence

No substantial part of the activities of The Partnership shall be for the purpose of carrying on of propaganda, or otherwise attempting to influence legislation. None of the activities of The Partnership shall consist of participating in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any political candidate for public office.

3.D. Restrictions

Notwithstanding any other provisions of these Bylaws, The Partnership shall not carry on any other activities not permitted to be carried out on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, corresponding section of any future federal tax code, or by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the fund balances of The Partnership shall inure to the benefits of, or be distributable to The Partnership's directors, officers, or other private persons, except that the organization shall be authorized and

empowered to pay reasonable compensations, and reimburse reasonable expenses incurred, for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article 3.

3.E. Property

The property of The Partnership is irrevocably dedicated to charitable purposes. Upon dissolution of The Partnership, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person. Assets shall be distributed to originating funding sources and/or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or other 501(c)(3).

Article 4. Duration

The period during which this Corporation is to continue as a corporation is perpetual.

Article 5. Structure

5.A. Organization Mission

The Partnership promotes awareness of community needs and works together with citizens and organizations to achieve better results for children, families, and communities.

5.B. Local Governance

Local governance of The Partnership is under the direction of an elected Board of Directors.

5. C. Membership

The Partnership has no members.

Article 6. Board Of Directors

6.A. Responsibilities

The affairs of The Partnership shall be under the control of a Board of Directors who shall be volunteers and neither paid personnel of The Partnership nor of any organization receiving significant financial support from The Partnership. Authority and functions of the Board of Directors shall include:

- Assure the availability of competent management by employment of an Executive Director.
- Cause to be developed and adopt The Partnership's long-range plan, annual goals and objectives.
- Cause to be developed resources adequate to meet the mission of The Partnership.
- Appropriately allocate resource by adopting and annual budget.
- Review and approve The Partnership's policies.
- Monitor the outcomes of The Partnership's services.
- Promote The Partnership and its mission to the public, funders, potential funders, and community leaders.
- Make a personal financial contribution to The Partnership.

6.B. Reimbursement

The Board of Directors may elect to make such member reimbursement as, in the judgment of the Board, is reasonable and necessary in the conduct of its business.

6.C. Contributions

The Board of Directors is encouraged to financially support the organization. The Organization does not impose a mandated amount for board gifts. All contributions shall be in compliance with federal and state laws.

6. D. Board Size

The Board of Directors shall consist of no less than fifteen (15) voting members.

6. E. Member Selection

Board Members shall be selected by vote of The Partnership Board of Directors as outlined in these Bylaws.

6.F. (1.) Elections

Election of the Board of Directors shall be conducted by a written ballot vote of the Board of Directors during its last meeting of the calendar year. The ballot shall contain the names slated by the Executive Committee. Each member of the Board of Directors may cast one ballot. Ballots shall be tallied and results announced during the meeting at which ballots have been cast. Newly elected members shall assume office on the Board of Directors at the first meeting of the new calendar year.

6.F. (2.) Terms Of Office

Members shall serve a three-year term or until said Director's resignation, incapacity to serve, removal, dismissal for non-participation, or death. Special elections may be called in order for one-third of the terms of the Board of Directors to expire each year. Board members may serve additional terms if elected.

6.F. (3.) Attendance

Unreasonable absences from meetings of the Board of Directors without good cause, as determined by the Board Chair, shall be sufficient reason for a member of the Board of Directors to be dismissed from the Board for non-participation. Prior to dismissing a member, the Chairperson shall contact the member involved to ascertain his/her desire to continue serving on the Board of Directors. The Chairperson shall afford the member an opportunity to resign or reaffirm his/her commitment to active participation at subsequent meetings of the Board of Directors.

6.F. (4.) Removal

A Board of Directors member may be removed by a two-thirds majority written ballot vote of the Board of Directors whenever, in its judgment, the best interests of the Board of Directors and The Community Partnership would be served.

6.F. (5.) Vacancies

The remaining directors, even though less than a quorum, may fill all vacancies on the Board of Directors, whether caused by failure to elect, resignation, death or otherwise, at any stated or special meeting.

The Board of Directors at any stated or special meeting, whether caused by failure to elect, resignation, death, or otherwise, may fill all vacancies on the Executive Committee.

6.G. Meetings

Board of Directors shall meet at least four times a year.

The Chairperson or at least three (3) members of the Board of Directors may call special meetings of the Board of Directors with written notification of the purpose(s) to the Board of Directors at least forty-eight (48) hours in advance. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto. Meeting purpose, dates and times shall be posted in accordance with the Sunshine Laws of the State of Missouri.

In the event of an emergency, a special meeting that requires a quorum of participating members will be called. If a quorum is not available, the Executive Director may poll the Board of Directors and then confirm the resulting action at the next regularly scheduled meeting of the Board of Directors.

6.G. (1.) Quorum

Each voting member shall be entitled to one vote on each matter submitted to a vote of the Board of Directors. A quorum shall consist of a majority of the voting members present and voting, but not less than eight (8) members. In case of a tie vote, the Chairperson shall break the tie. When a quorum of members is not present, those members present shall act on all matters. A report of the meeting shall be promptly sent, by any means authorized by the Board, to absent members, reporting action and advising those members of their right to veto, in writing, such action. Veto, in writing, by the majority of voting members within fourteen (14) days shall nullify any or all votes of the meeting and may result in the calling of a special meeting.

6.G. (2.) Minutes

The Minutes of each Board of Directors meeting shall be prepared and distributed to the Board of Directors before the next regularly scheduled meeting. Minutes of the previous meeting shall be presented for approval by the Board of Directors, signed by the Secretary and filed for future reference.

6.H. Audits

The Board of Directors of The Partnership shall adhere to the audit agreements as stipulated in its contracts with funding sources.

The Board of Directors shall cause the financial records to be audited annually by a public accountant.

6. I. Officers

Officers of the Board of Directors shall be a Chairperson, Vice Chairperson, Secretary and Treasurer.

6.I. (1.) Election of Officers

Officers will be elected at the first meeting of the Board of Directors of the new calendar year. Each Board of Directors member will cast one vote for chairperson, vice chairperson, secretary and treasurer.

6.I. (2.) Duties of Officers

Duties of the officers may be expanded by vote of the Board of Directors.

General duties of the officers include:

a. **The Chairperson, Or In His/Her Absence, A Vice Chairperson 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 Partnership;
- Represent the Board of Directors and The Partnership on official business;
- Perform other duties normally associated with the office of Chairperson; and/or
- Vote only when necessary to break a tie vote of the Board of Directors.

b. **The Vice Chairperson Shall:**

- Perform the duties and exercise the powers of the Chairperson in the absence of the person holding that office;
- Serve as Chairperson until the next regularly scheduled election of officers, should the office of the Chairperson become vacant;

c. **The Secretary Or His/Her 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 that 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 Partnership.

d. **The Treasurer Or His/Her Designee Shall:**

- Have constructive custody of The Partnership funds and keep or cause to have kept, full and accurate accounts of receipts and disbursements in books belonging to The Partnership;
- Shall deposit or cause to have deposited all money in the name and to the credit of The Partnership in such depositories as may be designated by the Board of Directors;
- Disburse The Partnership funds as approved by the Board of Directors, taking proper vouchers for such disbursements; and
- Render to the Board of Directors an account of his/her transactions and of the financial condition of The Partnership as required by the Board of Directors.

6.I. (3.) Officer Terms

Officers may be elected to serve two (2) consecutive, one-year terms in any office. However, no officer may serve more than eight (8) consecutive years as an officer. A one-year break in service as an officer shall qualify the member to serve in any office to which he/she is elected after said break in service.

6.I. (4.) Officer Vacancies

Board of Directors officer vacancies will be filled at the next regularly scheduled meeting of the Board of Directors, or at a specially called meeting, by direct nomination from the floor. Written ballots will be used for the vote unless there is only one candidate for the vacant position. Once elected, the new officer will take the new position immediately after results of the vote are announced.

6.J. Delegation Of Duties

The Board of Directors may, by proper resolution, grant general or specific authority to such assistants and officers of The Partnership as may be deemed expedient and proper to the timely operation of The Partnership.

6.K. Committees

Committees shall include the Executive Committee, Standing Committees, and Ad hoc Committees. The Chairperson shall appoint members to committees with approval of the Board of Directors. All committee appointments shall be made as soon as possible after the election of officers or vacancies occur. Committee members shall serve for such terms as may be provided by the Board of Directors.

6.K. (1.) Executive Committee

The Executive Committee shall include the Chairperson, Vice Chairperson, Secretary, Treasurer, past Chairperson, and one member of the Board of Directors nominated and approved by the Board of Directors. The Chairperson of the Board of Directors shall serve as chairperson of the Executive Committee.

The Committee shall have general supervision of the affairs of The Partnership and the Board of Directors between regularly scheduled Board of Directors meetings. The Executive Committee shall make recommendations to the Board of Directors, as needed and shall perform such other duties as are specified in these Bylaws. Additionally, the Executive Committee shall review, contact, and present names for election and when necessary appointed member positions to the Board of Directors one month before election occurs; and, the Committee shall review bylaws annually and recommend changes to the Board of Directors in a timely manner.

No officer shall be empowered in any way to borrow money or create obligations from any source whatsoever without prior approval by a majority vote of the Board of Directors. No officer shall have the power to place encumbrances upon any of the property of The Partnership, except as proved in these By-laws.

Persons elected to the Executive Committee may be elected to serve two (2) consecutive, one-year terms in any office. However, no officer may serve more than eight (8) consecutive years as a member of the Executive Committee. A one-year break in service as an officer shall qualify the member to serve in any office to which he/she is elected after said break in service.

6.K. (2.) Standing Committees

The Chairperson with approval of the Board of Directors shall appoint members to Standing Committees. Standing Committees shall be the Finance/Audit Committee, and the Program Committee.

a. Finance/Audit Committee

The Finance/Audit Committee shall be composed of the treasurer and other members of the Board of Directors as appointed by the Chairperson with approval of the Board of Directors. Responsibilities of the Finance Committee shall include:

- Provide fiscal oversight;
- Advise and recommend operational and strategic expenditures;
- Advise and recommend annual and revised budgets for approval of the Board of Directors; and
- Advise and assure completion of annual audit and Form 990 for approval by the Board of Directors

b. Program Committee

The Program Committee shall be comprised of a Program Committee Chair appointed by the Board Chairperson who will assure oversight of committee goals, objectives, and outcomes. The Program Committee will act as a liaison between individual programs and the Board. The Board Chairperson shall appoint additional Board of Directors members and other community persons to the Program Committee with approval by the Board of Directors. Responsibilities of the Program Committee shall include:

- Review and recommend program goals and outcomes for Board of Directors adoption;
- Advocate for, and monitor progress of, program;
- Review and recommend to the Board of Directors policies and procedures related to program development and implementation;
- Review community research, data and outcomes and recommend changes to the Board of Directors;
- Serve as Board of Directors liaison for community action planning;
- Assure the completion of an annual plan for review by the Board; and
- Review and provide for board educational materials related to significant program outcomes for dissemination at full Board meetings.

c. Audit Committee

The Audit Committee shall be comprised of an Audit Committee Chair and at least two additional board members who will be appointed by the Board Chairperson. The board has full authority and ultimate responsibility for the stewardship and management of all resources entrusted to the organization. The audit committee shall assume the following responsibilities to accomplish its charge:

- Review and update the audit committee's charter annually or as deemed necessary.
- Recommend the selection and retention of the independent public accountants for the organization to the board.

- Review annual financial statements, including any adjustments to those statements recommended by the independent public accountants, and any significant issues that arose in connection with the preparation of those financial statements.
- Review, as appropriate and in consultation with the independent public accountants, accounting policies, internal controls and procedures of the organization as well as any management responses to comments relating to those policies and procedures.
- Evaluate the business risks of the organization and plans to mitigate risk, including requiring management to communicate its risk assessments to the committee.
- Meet at least annually with the senior management and the independent public accountants to discuss any issues arising from the audit committee's responsibilities.
- Recommending to the board a conflict-of-interest policy, recommending changes as needed, and ensuring the organization's compliance with its policy on at least an annual basis.
- Recommending to the board a code of ethical conduct, recommending changes as needed, and ensuring that a system has been established to enforce this code for all staff and volunteers.

6.K. (3.) Ad hoc Committees

The Chairperson shall appoint persons to Ad hoc committees as deemed necessary to fulfill the mission, vision, and goals of The Partnership. Each committee shall consist of such number of persons, as the Board of Directors deems advisable. All acts of such committees shall be subject to approval of the Board of Directors.

Article 7. Executive Director

The Board of Directors shall establish a framework of the policies, principles, and practices of The Partnership and shall appoint and employ an executive director who shall be the general manager and fiscal agent responsible for administration of The Partnership's program, finances, and personnel. The Executive Director's responsibilities shall include, but not be limited to, staffing, job classification, and other responsibilities comparable to a chief executive officer of a business corporation. She/he shall employ and discharge such staff as she/he deems necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. She/he shall be responsible for the administrative management of the affairs of The Partnership subject to the approval of and direction of the Board of Directors and be responsible to work within an approved budget established by the Board. The Executive Director is the sole employee of the Board of Directors, and on behalf of the Board, the Executive Committee of the Board of Directors shall evaluate the Executive Director in March of each year. The Executive Director acts as the liaison between The Partnership and partnering agencies. The Executive Director serves as a non-voting member of the Board of Directors.

Article 8. Fiscal Year

The fiscal year of The Partnership shall be July 1 – June 30.

Article 9. Nondiscrimination

The members, directors, committee members, employees, and persons served by The Partnership shall be selected entirely on a nondiscriminatory basis with respect to age, gender, race, religion, national origin, or disability.

Article 10. Contracts And Debts

10.A. Contracts, Bills, Notes

The Board of Directors shall authorize any member of the Executive Committee or the Executive Director to execute and deliver appropriate contracts and other instruments, in the name of and on behalf of the Board of

Directors and The Partnership 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.

10.B. Debts

No loans shall be contracted on behalf of The Partnership and no evidence of indebtedness shall be issued in the name of The Partnership unless authorized by a resolution adopted by a majority vote of the Board of Directors at a regular meeting or special meeting called for that specific purpose.

Article 11. Assets

All moneys and other valuable effects in the name and to the credit of The Partnership shall be placed in such depositories as may be designated by the Board of Directors. Such funds shall be disbursed in accordance with and as specifically set forth in the annual budget and subsequent budget amendments approved by the Board of Directors.

Disbursements shall be made as set forth in the Schedule of Authorization that shall be adopted by the Board of Directors and reviewed annually.

No appropriation or expenditure of money or other property of The Partnership shall be made for any purpose other than to satisfy its legal obligations, except by resolutions adopted by a majority vote of the Board of Directors at a regular meeting or special meeting called for that specific purpose.

Article 12. Records

12.A. Custodian

The Executive Director of The Partnership shall be the custodian of and responsible for the maintenance of all records of The Partnership. The identity and location of the custodian shall be made available upon request.

12.B. Access

Records of The Partnership shall be open and available to the public for inspection and copying, as specified in the Missouri Sunshine Law.

Request for access to public records shall be acted upon no later than the end of the third business day following the date a request is received by the custodian, unless it is necessary to exceed the three (3) day period for reasonable cause. If access cannot be granted within the initial three-day timeframe, the custodian shall give a written explanation of the cause for further delay and the time and place when records will be available. Documents shall be inspected at The Partnership office. Individual personnel, medical and service records (and any other records exempted from the Missouri Sunshine Law by statute) shall be excluded from this public access requirement.

No original records shall be removed from The Partnership office without the written permission of the custodian and completion of any other appropriate authorization as required by Statute. Records and files containing confidential client information and records of service will require appropriate releases signed by the client, and/or parent/guardian (and redaction of privileged information) as mandated by Federal and State Statutes.

Any person requesting copies of documents shall be charged for the actual cost of staff time and materials for document searches and duplication of records. This provision shall apply whether the requested records are maintained on paper, computer, video, electronic recording or any other format. Payment of such fees may be

requested prior to making copies. The custodian of such records or a representative appointed by the custodian may waive this fee.

Article 13. Indemnification, Insurance, and Bonds

13.A. Indemnification of Directors, Officers, Employees, and Other Agents

The corporation shall have the right to indemnify a director, officer, employee, other agent of the Corporation, or person formerly occupying such position against expenses, judgments, fines, amounts in settlement, and other amounts reasonably incurred or expected to be incurred in connection with any actual or threatened claim or proceeding against him or her by reason of the fact that he or she is, or was, a director, officer, employee, or other agent of the corporation, and may advance expenses of such person, to the full extent allowed by and accordance with the requirements of Sections 355.461, 355.471, 355.476, and 355.501, RSMo of the Missouri Nonprofit Corporation Law.

13.B. Insurance

13.B. (1.) Indemnification Insurance

The corporation may purchase and maintain insurance pursuant to Section 355.496, RSMo.

13.B. (2). Other Insurance and Bonds.

The board of directors is authorized to, purchase or otherwise arrange to have purchased, appropriate insurance, surety bonds, or fidelity bonds to protect the board of directors, and The Partnership against property and business loss, liability claims, including actions in tort, and other potential reasonable claims arising out of the operation of the business of The Partnership.

Article 14. Conflict Of Interest

If any matter should come before the Board of Directors or any committee in such a way as to give rise to a conflict of interest, the affected member shall make known the potential conflict and withdraw from the meeting room for so long as the matter shall continue under discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to a vote, the affected member shall not vote on it. In the event that, when advisable, she/he fails to withdraw voluntarily, the Chairperson shall require that she/he remove herself/himself from the room during the discussion and vote on the matter.

Notwithstanding the above, the affected member shall bring to the attention of the Executive Director any business transaction involving such a conflict of interest.

Any business transaction (subject to this Article) shall be presented to the Board of Directors or its appropriate committee, with disclosure, for approval.

In appropriate instances, the Chairperson of the Board of Directors or the Executive Director may seek the advice of an independent professional on a conflict of interest.

The Board of Directors shall adopt and annually review a Conflict of Interest policy that is consistent with and agrees with the sample policy provided by the Internal Revenue Service for a 501(c) (3) Tax-exempt Corporation.

Article 15. Miscellaneous Provisions

The parliamentary procedure of The Partnership, Board of Directors, Executive Committee and all other committees established hereunder shall be governed by the most recent revised edition of *Robert's Rules of Order* unless contrary to the procedure set forth in these bylaws. In case of conflict, the rules established by these bylaws shall prevail.

Article 16. Amendments

The Board of Directors shall have the power to make, alter, amend, or repeal the bylaws of The Partnership by a vote of a majority present at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting and where a quorum is present. bylaws shall be reviewed by the Board of Directors every two-years.

Any amendments, alterations, changes, additions, or deletions from these Bylaws, made by the Board of Directors, shall be consistent with the laws of the state of Missouri which define, limit, or regulate the powers of The Partnership or the Board of Directors of The Partnership.

These bylaws become effective by majority vote of the Board of Directors members constituting a quorum present and voting. Vote totals for and against shall be recorded in the minutes of the meeting that shall be signed by the Chairperson and Vice-Chairperson and attested thereto with the date of ratification.

Ratified by the Board of Directors	August 13, 1996
Revised by the Board of Directors	December 10, 1997
Revised by the Board of Directors	January 17, 2001
Revised by the Board of Directors	April 16, 2003
Revised by the Board of Directors	January 18, 2006
Revised for Board Approval	September 24, 2008
Adopted by the Board	September 24, 2008