

Bylaws of PerformOUTKC

Article I: Name of Organization

The name of this organization is PerformOUTKC.

Article II: Purpose

The Organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

Article III: Board of Directors

General Powers. The affairs of the Organization shall be managed by its Board of Directors. All of the corporate powers of the organization shall be and are hereby vested in and exercisable by the Board of Directors. The Board of Directors shall also have the power to:

- a. Establish reasonable written policies and procedures to implement these by-laws.
- b. Administer the property of the Organization, both real and personal
- c. Make determinations of the business needs of the Organization and authorize payment of monies for those purposes.

The original Board of Directors shall consist of the incorporators.

Number. The Board of Directors shall consist of not less than 4 nor more than 15 elected Directors, not including *ex officio* members of the Board.

Term of Office. A term of service shall be two years. Directors may be elected for successive terms.

Non-Discriminatory Policy. No one shall be disqualified from election to the Board of Directors because of age, disability, gender, race, religion, or sexual orientation.

Eligibility, Nominations and Elections.

Eligibility. Any person who supports the purpose of the Organization is eligible for election to the Board of Directors.

Elections. All Directors shall be elected by the Board of Directors.

Resignation. A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to the President or Secretary.

- a. **Removal.** Any Director may be removed without cause by the vote of 2/3 of the Directors.

Vacancy. If a vacancy occurs the Board of Directors may fill the vacancy.

Place, Time and Number of Meetings. The Board of Directors shall meet on a regular schedule of its choosing and may schedule special meetings as circumstances require. Special meetings of the Board must be preceded by at least two days notice to each Director of the date, time, place and purpose of the meeting.

Calling a meeting. The presiding officer of the Board, the President, or at least 20% of the Directors then in office, may call and give notice of a meeting of the Board.

Quorum. A quorum of the Board of Directors shall consist of a majority of the Directors in office immediately before a meeting begins. If a quorum is present when a vote is taken the affirmative vote of a majority of Directors present is the act of the Board.

Compensation. Directors may not be compensated for their services as Directors.

Conflict of Interest. Each Director must disclose to the Board of Directors any actual or possible conflict of financial interest with the interests of the Organization. After disclosure, the remaining Directors shall decide if a conflict of financial interest exists. No Director should vote on any matter in which he or she has a conflict of financial interest. If the Board of Directors has reasonable cause to believe a Director has failed to disclose an actual or possible conflict of financial interest, the Board shall inform the Director of the basis for such belief and give the Director an opportunity to explain the alleged failure to disclose. If the Board of Directors determines that the Director has failed to disclose an actual or possible conflict of financial interest, it shall take appropriate disciplinary and corrective action. The minutes of the Board of Directors shall contain the names of the persons who disclosed or were found to have a conflict of financial interest, the nature of the financial interest, the decision as to whether a conflict in fact existed, and the votes relating to the transaction or arrangement.

Article IV: Officers

Elected Officer. The elected officers of the Board shall be a President, Secretary and Treasurer. Officers shall serve for a term of one year. Officers may be elected for successive terms.

Powers, Duties and Qualification.

President. The President shall be the chief volunteer officer of the Organization, shall have general supervision of the activities and affairs of the Organization, and shall have general and active control thereof. The President shall preside at all meetings of the Organization and the Board, and shall have the right to vote at such meetings. In order to be elected President, the candidate must have served at least one year on the Board.

Secretary. The Secretary shall record or otherwise make a record of all meetings of the Organization and Board, and shall prepare minutes for all such meeting. The Secretary shall ensure that all notices required by these by-laws or notices to be sent at the direction of the Board are properly issued.

Treasurer. The Treasurer shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Organization. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Organization, and give or cause to be given proper receipts or discharges for all payments to the Organization.

Authority. Contracts or other instruments can be executed between the Organization and any other person if signed by all three officers or if signed by one officer and approved or ratified by the Board.

Removal. An officer may be removed by the Board at any time with or without cause.

Article V: Fiscal Management

Fiscal Year. The fiscal year of the Organization shall commence on July 1 of each year and end on June 30 of the next year.

Article VI: Dissolution

Upon the dissolution of this Organization, assets shall be distributed 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. Any dissolution of the Organization shall be in accordance with Missouri law.

Article VII: Amendment of Articles of Incorporation and By-Laws

The Articles of Incorporation and By-Laws of this Organization may be amended by the Directors at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors.