

**FIRST CHANCE FOR CHILDREN
A MISSOURI NON-PROFIT CORPORATION
BYLAWS**

Amended as of (9/13/2019)

**ARTICLE 1
PURPOSES AND RESTRICTIONS**

1.1 The name of the non-profit corporation shall be First Chance for Children (hereafter referred to as "FC4C"). FC4C is a 501(c)(3) organization.

1.2 The purposes of FC4C shall be those non-profit purposes stated in the Articles of Incorporation, as may be amended. The mission of FC4C is to provide early childhood programs and family resources to foster healthy outcomes for children and families in mid-Missouri.

1.3 No part of the net earnings or other assets of FC4C shall inure to the benefit of, be distributed to or among, or revert to any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of FC4C, except that FC4C may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

**ARTICLE 2
OFFICES**

2.1 The principal office of FC4C in the State of Missouri shall be located in the City of Columbia. FC4C may have such other offices in the state as may be required.

2.2 The registered office of FC4C required under the laws of the State of Missouri to be maintained in the State of Missouri 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 in conformity with the laws of the State of Missouri.

**ARTICLE 3
MEMBERSHIP**

3.1 FC4C shall not have stockholders or members.

**ARTICLE 4
BOARD OF DIRECTORS**

4.1 Management. The affairs of FC4C shall be managed, supervised and controlled by a self-perpetuating Board of Directors consisting of not less than three (3) nor more than twenty-one (21) persons (as decided, from time to time, by the Board of Directors) elected by a majority of the Board in a manner specified in 4.2 hereof.

4.2 Terms. Board members will serve rotating three (3) year terms. Such terms shall be staggered with one-third (1/3) of the Board up for election at each annual meeting. Vacancies occurring on the Board of Directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office for the remaining portion of a term. Any director

may succeed himself or herself for a maximum of two terms, and then must rotate off the board for a minimum of one (1) year before being eligible for re-election.

4.3 Meetings. The Annual Meeting of the Board of Directors shall be held in the of the month of December, or at other such time as determined by the Board, and all meetings of the Board, regular or special, shall be held at the principal office of FC4C, or at such time and place within or without the State of Missouri as shall be designated by the President or, if not designated by the President, then as determined by the Board of Directors. The annual meeting shall be held for the purpose of electing officers and Directors and transacting such other business as may come before the meeting. Special meetings of the Board of Directors may be called by or at the request of the President, or in the President's absence, by the Vice President, or by any two Directors.

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 a meeting in this manner shall constitute presence in person at the meeting. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting by written vote (including by fax, e-mail or other electronic communication), setting forth the action so taken and effective date. Unless a board member objects to taking action in writing within five (5) business days of the request for a written vote, the written vote shall have the same force and effect as a vote at a meeting duly held and may be stated as such in any certificate or document. The Secretary shall file the written votes with the minutes of the meetings of the Board of Directors or of the committee as the case may be. A written vote shall waive any objection that such action is being taken in writing.

4.4 Notice. Notice of any annual or special meeting shall be given at least five days prior thereto by written notice delivered personally, electronically, or mailed to each Director at such Director's business or home address or any other method reasonably relied upon to provide notice as determined by the Board of Directors. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. 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.

4.5 Quorum. A majority of the incumbent members of the Board of Directors in attendance (including one or more officers) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

4.6 Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Missouri.

4.7 Removal and Resignation. Any director or officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any director or officer may resign at any time by giving written notice to the Board of Directors, the President or the

Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Failure to attend four (4) consecutive meetings of the Board of Directors may result in removal. Directors will be notified of their pending removal and will have an opportunity to respond in writing prior to action by the Board.

4.8 Committees. The Board of Directors may by resolution adopted by a majority of the directors in office establish one or more committees, each of which shall consist of one or more directors, under such terms and with such powers as shall be specified in such resolution. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members of the committee. Committees may include community members who are not members of the Board of Directors. Each member of a committee shall continue as such until the next annual meeting of FC4C, unless the committee is terminated before that date, or the member dies, resigns, or is removed from the committee prior to such time. 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.

ARTICLE 5 OFFICERS

5.1 Number and Election. The officers of FC4C shall be President, Past-President, Vice President, Secretary and Treasurer. All officers shall be elected at the annual meeting of the Board by a majority of those Board members present, including newly-elected members, and said officers shall hold office at the pleasure of the Board for a term of one (1) year or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. Any two or more offices, except the offices of President and Vice President or President and Secretary, may be held by the same person.

5.2 President. The President shall preside at all meetings of the Board of Directors, shall have the power to transact all of the usual, necessary and regular business of FC4C as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by FC4C; and, in general, the President shall perform all such other duties incident to the office of President and such other duties as may from time to time be prescribed by the Board of Directors.

5.3 Vice President. The Vice President shall act as President in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board of Directors.

5.4 Secretary. The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

5.5 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of FC4C, shall deposit such funds in such bank or banks as the Board of Directors may from time to

time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of FC4C, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors or the President may from time to time determine.

ARTICLE 6 GENERAL PROVISIONS

6.1 Contracts. Except as in these Bylaws otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of FC4C, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind FC4C by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount unless in the ordinary course of business.

6.2 Loans. Unless in the ordinary course of business, no loans shall be contracted on behalf of FC4C and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of FC4C may effect loans and advances at any time for FC4C from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of FC4C, and when authorized as aforesaid, may pledge or transfer any and all stocks, securities and other personal property at any time held by FC4C as security for the payment of any and all loans, advances, indebtedness and liabilities of FC4C, and to that end may endorse, assign and deliver the same. The Organization is prohibited from making loans (excluding advances made for legal defense made pursuant to Article 9) to its Directors or officers under any circumstances.

6.3 Deposits. All funds of FC4C shall be deposited from time to time to the credit of FC4C with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of FC4C to whom such power may be delegated from time to time by the Board of Directors.

6.4 Checks. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of FC4C, shall be signed by the President, or in the President's absence by the Vice President, or the Treasurer or such officer or officers, agent or agents of FC4C, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of FC4C in any of its duly authorized depositories may be made without countersignature, by the President, Vice President or Treasurer, or by any other officer or agent of FC4C to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

6.5 General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust

companies or other depositories as the Board of Directors may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

6.6 Conflicts of Interest. The Board will adopt a Conflicts of Interest Policy to govern conflict of interest situations that may arise from time to time among FC4C, Directors, and employees, officers and agents.

6.6.1 Required Disclosure. Each Director will be required annually to complete a Disclosure of Conflict of Interest form for the purpose of disclosing conflict prior to Board discussions or actions.

In the event any officer or Director shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with FC4C, including but not limited to: (A) the sale, purchase, lease or rental of any property or assets; (B) employment, or rendition of services, personal or otherwise; (C) the award of any donation grant, contract, or subcontract; or (D) the investment or deposit of any funds of FC4C; then such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which they have an interest, or otherwise attempting to exert any influence on the Board, or its committees to affect a decision to participate or not participate in such transaction. Notwithstanding the foregoing, such person may offer input or present options regarding the transaction prior to any motion being made to put the transaction to a vote by the Board or its committees.

6.6.2 Effect of Disclosure. No contract or transaction between FC4C and one or more of its Directors or officers, or between FC4C and any other corporation, partnership, association, or organization in which one or more of its Directors or officers are Directors or officers or have a financial interest, shall be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contact or transaction, or solely because his or her or their votes are counted for such purposes, if the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith, taking into account the fairness of the contract or transaction, authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors present.

6.7 Books and Records. FC4C shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors. All books and records of FC4C may be inspected by any director, or his/her agent or attorney for any proper purpose at any reasonable time. All books and records of FC4C shall be kept at the principal business office of FC4C.

ARTICLE 7 AMENDMENTS

7.1 These Bylaws may be amended by a majority vote of the Board of Directors present at any regular or special meeting where at least two days written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at the meeting.

ARTICLE 8 INDEMNIFICATION

8.1 FC4C will indemnify and protect any Director, officer, employee or agent of FC4C for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney's fees, to the fullest extent permitted by the laws of the State of Missouri, provided that (a) such person acted in good faith and in a manner such person believed in, or not opposed to, the best interests of FC4C, and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful, (b) such person's conduct did not constitute gross negligence or willful or wanton misconduct, (c) such person did not breach the duty of loyalty to FC4C, and (d) such person did not receive any improper personal benefit with respect to the transaction at issue.

ARTICLE 9 STATEMENT OF DIVERSITY

9.1 The Board of Directors will strive to maintain ethnic, geographic, economic and professional diversity on its Board of Directors and Advisory Group on the belief that diversity and inclusiveness is essential to achieving the mission of ensuring all children receive quality early childhood education opportunities that will prepare them to succeed in school. It reflects the organization's commitment to children (and the families of those children) who are living in poverty and are at the greatest risk of failure in school and later in life.

ARTICLE 10 DISSOLUTION

10.1 In the event of dissolution of FC4C, Directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of FC4C over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Adopted September, 13th, 2019.

Secretary

Updates made September 13th, 2019:

- i. General reformatting and reorganization to look more like official non-profit bylaws (following the Missouri Non-Profit Corporation Act)
- iii. Removal of Article III requiring an Early Childhood Advisory Group
- iv. Allowing up to 21 board members to serve vs. current cap at 15.
- v. Removal of list of Board responsibilities (provided in other documents)
- vi. Removal of language requiring parliamentary procedure by Robert's Rules
- vii. Removal of language that the President can only vote in a tie or if needed for a quorum.
- viii. Consolidated language related to standing and ad hoc committees.

- ix. Added language in 4.3 to allow written/electronic vote unless someone objects within 5 days.
- x. Added language about the responsibilities of the officers (Pres, VP, Secretary and Treasurer)
- xi. Added sections on Loans, Deposits, Checks and Indemnification