

Bylaws

Impact 100 Perryville Missouri

Article I Membership

Section 1: Membership. Impact 100 Perryville Missouri (hereafter referred to as "Organization") shall consist of at least 50 members. Members are those who contribute the required gift to the Organization of at least \$500.00 annually. Members may renew their membership on a calendar year basis, or pre-pay several years membership donation in advance. The Board of Directors has the authority to determine the minimum annual gift that makes a person eligible for membership.

Section 2: Membership Funds. The Organization will place its funds in a Giving Circle account as a component fund of the Perry County Community Foundation in the Community Foundation of the Ozarks, for the purpose of eventually granting the funds to deserving non-profit, public school, or government entities to improve the local quality of life in Perryville, Missouri.

Section 3: Obligations of Membership. Persons who contribute the required annual gift to the Organization shall be members in good standing. Once the annual gift or any portion of the annual gift is made to the Organization, the gift becomes the property of the Organization and, as such, is not refundable. The board reserves the right to request in-kind donations as needed in lieu of cash for membership.

Section 4: Attendance. Members are encouraged, but not required, to attend the Annual Meeting/Annual Awards Celebration provided for in Article II.

Section 5: Voting. A Full member in good standing, regardless of the total amount of her annual gift, has the right to cast only one vote at the Annual Awards Celebration for the purpose of selecting the grant recipient(s). Members in good standing who, for whatever reason choose to resign their membership before the Annual Meeting, retain the right to vote at the Annual Meeting.

Section 6: Voting – Conflict of Interest. Each member will be asked to sign a Conflict of Interest form prior to receiving her ballot. Since it is the expectation that a member will not personally benefit from a Grant allocation, a member may not vote for a Grant Recipient that will benefit her personally. In the event that a member discloses a "Conflict of Interest", her ballot will be reviewed by the Treasurer or President to ensure that no personal benefit will occur. If the member casts her ballot in a manner that benefits her personally, her vote will be disqualified and will not be counted.

Section 7: Required Gift – A required gift for membership can be paid by sponsoring business on behalf of a sponsored voting member. The sponsoring business retains no voting privileges. The sponsored and so named voting member will hold the voting privilege.

Article II
Members' Annual Awards Celebration

Section 1: Annual Meeting of the Members. The Annual Meeting of the members of the Organization, also known as the Annual Awards Celebration, shall be held at any place which may from time to time be selected by the directors, in the month of March on the date of each year designated by the Board of Directors and at the time stated in the notice thereof, for the sole purpose of selecting the grant recipient(s).

Section 2: Notice. Notice of the Annual Meeting/Annual Awards Celebration and/or any special meeting of the membership shall be given at least five (5) days prior to the event by notice to each member. Notice may be given personally, by e-mail or by telephone at least five (5) days prior to such meeting at the respective addresses or telephone numbers as they appear on the records of the Organization.

Section 3: Quorum. A majority of the members in good standing shall constitute a quorum for the transaction of business, and the action of a majority of the members at a meeting where a quorum is present shall be the action of the members. In the event that the outcome of a vote of the Membership results in a tie, the vote of the Directors shall decide the outcome.

Section 4: Conduct of Meetings. Meetings of the members shall be presided over by the president of the Board of Directors. The secretary of the corporation or, in her absence, a person chosen at the meeting, shall act as secretary of the meeting.

Article III
Board of Directors

Section 1: General Powers. The affairs of the Organization shall be managed by its Board of Directors.

Section 2: Number, Tenure and Qualifications. The number of directors on the board shall be not less than 7 and not more than 10. The number of directors shall be fixed from time to time by the Board of Directors, and the number so fixed shall comprise the entire Board of Directors. The term of a director shall be three years. A person who has served two consecutive three-year terms as a director is not eligible to serve on the Board of Directors for a period of one year. Directors shall be members in good standing, and shall be ratified by the Board. They shall begin their respective terms at the January meeting of the Board of Directors. Each director shall hold office until her successor has been duly ratified or until her death or until she shall resign.

If a Board member is serving as President in the sixth year of her two consecutive three-year terms, that Board member is eligible to stay on the Board for an additional consecutive year as Past President, regardless of term limit status.

Section 3: Vacancies. In the case of any vacancy on the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors by an

affirmative vote of a majority thereof, may ratify a successor to hold office until the next annual meeting of the directors.

Section 4: Removal. A director may be removed for cause by a vote of two thirds (2/3) of all directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least five (5) days prior thereto.

Section 5: Compensation. Directors shall not receive salary or compensation for their services.

Section 6: Board meetings will require attendance of a minimum of 60% and/or active participation. Member(s) in question to be reviewed for attendance will be reviewed by remaining board members and a majority vote will be the deciding vote.

Section 7: All Board members will be required to sign signature page of By-Laws to show acceptance and adherence to the bylaws for that calendar year or until a board member changes. Once there is a new board member there will be a new signing of signature.

Article IV Meetings of the Board of Directors

Section 1: Annual Meeting of the Board of Directors. The Annual meeting of the Board of Directors of the Organization shall be held at any place which may from time to time be selected by the directors, on the date of each year designated by the Board of Directors and at the time stated in the notice thereof, for the purpose of ratifying new board members. Notice of the time and place of such Annual Meeting shall be given in the manner hereinafter provided.

Section 2: Regular Meetings. Regular meeting of the Board of Directors may be held at such time and at such places as may from time to time be determined by resolution of the Board, which resolution may authorize the president to fix the specific date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

Section 3: Special Meetings. Special meeting of the directors may be called by the president and shall be called by the president or secretary at the direction of not less than two directors then in office, or as may otherwise be provided by law. Any request for such a meeting shall state the purpose or purposes of the proposed meeting.

Section 4: Notice. Notice of the annual meeting, a regular meeting or any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice to each director at his or her address as shown by the record of the Corporation. Notice also may be given personally, by telefacsimile, by e-mail or by telephone at least five (5) days prior to such meeting at the respective addresses or telephone numbers as they appear on the records of the Organization.

Section 5: Quorum. Attendance of one third (1/3) of the directors then in office shall constitute a quorum for the transaction of business. The action of a majority of the directors present at a meetings at which a quorum is present shall be the action of the Board of Directors except as action by a majority of the directors then in office may specifically required by statue or other sections of the bylaws.

Section 6: Conduct of Meetings. Meetings of the directors shall be presided over by the president. The secretary of the Organization or, in her absence, a person chosen at the meeting, shall act as secretary of the meeting.

Section 7: Action by Unanimous Written Consent. If and when the directors shall severally or collectively consent in writing to any action to be taken by the Organization either before or after the action is taken, such action shall be as valid a corporate action as through it had been authorized at a meeting of the directors and the written comments shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8: Absentee Voting. A director may participate in a meeting; record opinions and vote by telephone, e-mail, or telefacsimile provided she has received appropriate notice of the meeting and materials in support of the agenda items.

Section 9: General Powers as to Negotiable Paper. The Board of Directors shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments of the payment of money and designate the officer or officers, agent or agents who shall from time to time be authorized to make, sign or endorse the same on behalf of the Organization.

Section 10: Powers as to Other Documents. The Board of Directors may authorize any officer or officers, agents or agents, to enter into any contract or execute or deliver any conveyance or other instruments in the name of the Organization and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized with out specification of the officers authorized to execute, the same may be executed on behalf of the Organization by any two of the following officers, President, Vice president, Treasurer or Secretary.

Article V Officers

Section 1: Officers. The Officers of the Corporation shall be a president, one or more vice presidents, a secretary, a treasurer and such assistant secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority to 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 and secretary.

Section 2: Term of Office. The term of office for all officers shall commence upon their ratification or appointment and shall continue until the next annual meeting of the Board and thereafter until their respective successors are chosen or until their resignation or

removal. An officer may resign by written notice to the Board of Directors. The resignation shall be effective upon its receipt by the Board of Directors or at a subsequent time specified in the notice of resignation. The directors shall have the power to fill any vacancies in any offices occurring for whatever reason.

Section 3: Compensation. The officers of the Organization shall receive no compensation.

Section 4: Removal. The Board of Directors may remove any officer, whenever in its judgment the best interests of the Organization would be served thereby.

Section 5: President. The president, elected by the Board of Directors, shall preside at all meetings of the Board of Directors and at the Annual Awards Celebration of the members. She shall have and discharge all duties incident to the office of president and such other duties that the Board of Directors shall assign to her from time to time. The president shall execute for the Organization any contracts, deeds, bonds, or other instruments that the Board of Directors has authorized to be executed.

Section 6: Vice Presidents. The vice presidents elected by the Board of Directors shall in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as the Board of Directors shall prescribe. In the absence of the president, a vice president and the secretary or treasurer may execute for the Organization any contracts, deeds, bonds, or other instruments that the Board of Directors has authorized to be executed.

Section 7: Secretary. The secretary shall keep the minutes of the Annual Awards Ceremony of the members and minutes of all meetings of the Board of Directors, and see that all notices are given according to the provisions of these Regulations and as required by law. She shall be custodian of the record. The secretary has charge of the membership register of the Organization and in general, performs all duties incident to the office of secretary and such other duties as the Board of Directors or the president may assign her from time to time. In the absence of the president, the secretary and the vice president may execute for the Organization any contracts, deeds, bonds, or other instruments that the Board of Directors has authorized to be executed.

Section 8: Treasurer. The treasurer shall receive and be responsible for all funds of and securities owned or held by the corporation and, in connection therewith, among other things: keep or cause to be kept full and accurate records and accounts for the Organization; deposit or cause to be deposited to the credit of the Organization all monies, funds, and securities so received in such bank or other depository as the Board of Directors may establish from time to time; and disburse the funds of the Organization as may be properly authorized. She shall render financial and other appropriate reports on the condition of the Organization at any meetings or from time to time whenever the Board of Directors may require. She shall perform all the duties incident to the office of Treasurer and such other duties as the President or Board of Directors may assign to her from time to time. In the absence of the president, the treasurer and the vice-president, may execute for the Organization any contracts, deeds, bonds, or other instruments, which the Board of Directors has authorized to be executed.

Committees

Section 1: Committees of the Board. The Board of Directors may designate one or more committees, each of which shall consist of one or more directors. Such committees shall have and may exercise such powers of the Board of Directors in the management of the Organization as may be conferred or authorized by the resolutions appointing them; however, no committee shall have the power to fill vacancies among the directors. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, or to discharge any such committee. Such committees shall act subject to the direction of the Board of Directors. Acts of any committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Directors.

Section 2: Term of office. The term of office for a member of a committee is one year, and each member of a committee shall continue as such until her successor is appointed.

Section 3: Chair. The Board of Directors will appoint a chair for each committee.

Section 4: Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointment.

Section 5: Quorum. Attendance of one third (1/3) of the whole committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6: Absentee Voting. A committee member may participate in a meeting; record opinions and vote by telephone, e-mail, or telefacsimile provided she has received appropriate notice of the meeting and materials in support of the agenda items.

Section 7: Rules. Each committee may adopt rules of its own governance not inconsistent with the bylaws or with rules adopted by the Board of Directors. A majority of the members of any committee may fix the time and place of its meeting.

(NOTE: THE FOLLOWING ARTICLE VII DOES NOT APPLY TO AN UN-
INCORPORATED ORGANIZATION, AND IS ONLY NECESSARY IF THE
ORGANIZATION WERE REGISTERED BY THE STATE OF MISSOURI AS A NON-
PROFIT CORPORATION)

Article VII Indemnification and Insurance

The Organization shall indemnify, to the full extent permitted by the laws of the state of Missouri, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that she is or was a trustee, officer, employee or volunteer of the Organization, or is or was serving at the request of the Organization as a trustee, director, officer, member, employee or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership,

limited liability company, joint venture, trust or other enterprise, and the Organization may, but shall not be required to, indemnify any other person whom it may indemnify under the provisions of the laws of the state of Missouri.

Article VII
Books and Records

The Organization shall keep correct and complete books and record 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.

Article VIII
Fiscal Year

The fiscal year of the Organization shall end on the 31st day of December.

Article IX
Amendments

The powers to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notices of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Organization not inconsistent with law and/or any local, state or federal regulations pertaining to organizations.

Signatures of Board Members:

Becky Chapman President	Date:
Tanya Mingione Vice-President	Date:
Tracey Hagan Secretary	Date:
Amy Hager Treasurer	Date:
Kadasha Ritter board member	Date:
Deanne Kline board member	Date:
Kasey Riney board member	Date:
Lorna Gibbar board member	Date: