**Joplin Rotary Community Fund, Inc.**

**BYLAWS**

*Originally Adopted August 27, 1981*

*Last Revised April 26, 2018*

*Last Revised October 28, 2021*

**ARTICLE I**

**Name and Location**

Section 1 – Name The name of the corporation shall be the Joplin Rotary Community Fund, Incorporated (the “Fund”).

Section 2 – Office The principal and registered office of the Fund in the State of Missouri shall be located in the City of Joplin.

Section 3 – Other Other offices for the transaction of business shall be at such places as the officers may, from time to time, determine and designate.

**ARTICLE II**

**Purpose and Mission**

Section 1 – Purpose The objects and purposes for which the Fund is formed are set forth in the Articles of Incorporation.

Section 2 – Mission The mission of the Joplin Rotary Community Fund shall be to improve the quality of life for area residents by supporting the work of non-profit organizations.

**ARTICLE III**

**Membership**

Section 1 – Members The Fund shall have one class of members. Each member of the Joplin Rotary Club (the “Club”) shall be a member of the Fund. Any member may resign from the Fund by resigning from the Club.

Section 2 – Voting Each member shall have one (1) vote on any measure as to which the members shall have the right of voting. Votes may be cast in person, by mail, or via electronic mediums.

**ARTICLE IV**

**Annual Meeting of Members**

Section 1 – Meeting An Annual Meeting of Members shall be held in April of each year for the purpose of electing the Fund’s Board of Directors (the “Board”).

Section 2 – Notice A notice of the Annual Meeting of Members shall be given to the Club’s membership at least one week prior to the meeting.

Section 3 – Quorum The presence of at least one-third (1/3) of the membership shall constitute a quorum at the Annual Meeting of Members.

**ARTICLE V**

**Board of Directors**

Section 1 – Powers The Fund’s business and affairs shall be managed by the Board of Directors. The Board shall make all rules governing the conduct and management of the Fund which it deems advisable and which are not in conflict with the purpose of the Fund or its Bylaws.

Section 2 – Number The Fund’s Board of Directors shall be comprised of up to nine (9) voting members.

Section 3 – Ex-Officio The Rotary Club of Joplin president shall serve as an ex-officio member of the Fund’s Board of Directors and shall the right to attend all Board meetings and participate in discussions but without the right to vote.

Section 4 – Terms The term of each member of the Board of Directors shall be three years. All directors shall be eligible for re-election to two additional three-year terms for a total of nine (9) years of Board service. An individual who has served three full terms on the Board of Directors (nine years total) shall only be eligible for re-election again after being off the Board for a period of at least one year.

Section 5 – Service Dates The service of any person elected to a full term on the Board of Directors shall begin on July 1 and end three years later. An individual elected by the Board to fill an unexpired term shall begin their service immediately upon election.

Section 6 – Eligibility Only members of the Fund and, therefore, members of the Joplin Rotary Club shall be eligible to serve on the Fund’s Board of Directors. Resignation or removal from membership in the Club shall constitute immediate resignation or removal from the Fund’s membership.

Section 7 – Nominations At a meeting of the Board of Directors at least one month prior to the Annual Meeting of Members, the chair of the Board shall call for the nomination of Club members who wish to serve on the Fund’s Board of Directors. There should be two candidates for each open position.

Section 8 – Approval The Board of Directors by a majority vote shall approve a slate of Board nominees for presentation to the members.

Section 9 – Voting The nominees for the Board shall be placed upon a ballot and voted for at the Annual Meeting of Members. The number of candidates receiving the highest number of votes commensurate with the number of vacancies shall be declared elected.

Section 10 – Removal Any member of the Board of Directors may be removed from office by the affirmative vote of the majority of the members of the Board. Notice of the intention to recommend such action, and the reason therefore, shall be given at least one week prior to the meeting at which the vote to remove shall be considered.

Section 11 – Vacancies Vacancies on the Board of Directors may be filled at the next meeting of the Board. The Board chair shall present to the Board of Directors candidates for consideration to fill unexpired terms. Individuals elected by the Board of Directors to complete an unexpired term may be considered for re-election upon the expiration of the partial term and, if re-elected, shall be eligible for two full three-year terms.

Section 12 – Giving The ~~nine~~ voting members of the Board of Directors shall be encouraged to make an annual gift to the Joplin Rotary Community Fund ~~at a minimum level established each year by the Board itself.~~

Section 13 – Compensation Members of the Board of Directors, as such, shall not receive compensation for their services.

Section 14 – Fundraising ~~Members~~ Directors of the Board shall be actively engaged in encouraging ~~Fund~~ members and external constituents to participate in the Fund’s fundraising campaigns and events.

**ARTICLE VI**

**Officers**

Section 1 – Number The officers of the Fund and the Board shall be a chair, a vice chair, a secretary/treasurer, and other such officers and assistants as may be authorized from time to time by the Board.

Section 2 – Eligibility All officers shall be members of the Board of Directors, members of the Fund and, therefore, members of the Joplin Rotary Club.

Section 3 – Election The Board of Directors shall at their first meeting after July 1 each year, elect from the Board’s membership such officers as described in Article VI, Section 1.

Section 4 – Term Each officer shall hold office for a single one-year term, until his or her successor is elected, or until he or she is removed from office, as hereinafter provided. The service of officers shall begin immediately upon election and end upon the election of his or her successor. Officers may be re-elected for additional one-year terms at the discretion of the members of the Board of Directors.

Section 5 – Removal Any officer may be removed without cause by a majority vote of the Board of Directors, whenever in the judgement of the Board the best interests of the Fund would be thereby served.

Section 6 – Vacancies Any vacancy in any office because of death, resignation, removal, or otherwise, shall be filled by a majority vote of the remaining members of the Board of Directors for the unexpired portion of the term of such officer.

Section 7 – Meetings The Board of Directors shall meet quarterly. Special meetings of the Board of Directors may be called by the Board chair or at the written request of any four (4) directors.

Section 8 – Powers All officers of the Fund shall have such authority and perform such duties in the management of the property and affairs of the Fund as provided by these Bylaws. In the absence of such provisions, powers of the officers may be determined by the Board of Directors.

Section 9 – Chair The chair of the Board of Directors shall be the principal officer of the Fund. As such, he or she shall: (a) preside at all meetings of the Board and the Annual Meeting of Members; (b) sign checks, contracts, or other instruments which the Board has authorized; (c) perform all duties incident to the office of chair; and (d) such other duties as may be prescribed by the Board chair.

Section 10 – Vice Chair In the absence of the chair, the vice chair shall perform the duties of the Board chair, with all the powers and subject to all restrictions upon the office. The vice chair shall also perform such duties as may be assigned to him/her by the Board chair.

Section 11 – Secretary/ The secretary/treasurer shall in general perform all duties incident Treasurer to the offices of secretary and/or treasurer, including: (a) be the

custodian of all of the Fund’s records, especially the minutes of the Board of Directors meetings; (b) see that notice is duly given for the Annual Meeting of Members; and (c) perform such duties as may be assigned to him/her by the Board chair.

Section 12 – Delegation In the event of the absence of any officer, the Board of Directors may delegate the powers and duties of such officer to some other officer or member of the Board of Directors.

~~Section 13 – Compensation Officers of the Fund, as such, shall not receive compensation for their services. However, this provision shall not preclude an officer from serving the Fund in some other capacity and being appropriately compensated for such services.~~

**ARTICLE VII**

**Committees**

Section 1 – Committees The Board of Directors may appoint standing or temporary committees comprised of either members of the Board of Directors, members of the Fund, individuals outside the Club, or a combination thereof.

Section 2 – Powers Committees established by the Board shall have clear and agreed upon powers, scopes of work, and desired outcomes.

Section 3 – Minutes The Board of Directors shall require committees to keep regular minutes of their transactions and shall report the same to the Board at their next regular meeting or upon request.

**ARTICLE VIII**

**Indemnification**

Section 1 – Indemnification Each person who is or was a director, officer or member of the Fund, including the heirs, executors, administrators, or estate of such person, shall be indemnified by the Fund to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney’s fees, incurred as a result of any claim arising in connection with his or her status, as a director, officer or employee of the corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which he or she may be entitled under any other bylaws or agreement, vote of disinterested directors, or otherwise, and shall not limit in any way any right that the corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

**ARTICLE IX**

**Management of Funds**

Section 1 – Acceptance The Fund shall only accept gifts whose intended use or purpose supports the mission of the Joplin Rotary Community Fund. Gifts offered or made in contrast to or in conflict with the Fund’s mission shall be declined.

Section 2 – Use of Funds No funds received by donation, bequest, or any other means shall be diverted from the use to which they may be assigned by the donor, testator or testatrix.

Section 3 – Endowment The Fund shall create and maintain a permanent endowment comprised of funds either designated by the donor(s) or by the Board of Directors as an invested capital asset, from which distributions may only be made from earnings.

Section 4 – Expendable All other funds not held in the Fund’s endowment shall be considered to be expendable and shall be distributed in accordance with the donor’s wishes, if known, or at the Board’s discretion if unrestricted in nature. Contributions or grants in excess of $10,000 shall be communicated to the membership as soon as practical after the decision to allocate the funds is approved by the Board.

Section 5 – Investment The Board of Directors shall be responsible for investing assets of the Fund in a prudent and responsible manner to maximize returns and in a way consistent with state and federal laws and regulations.

Section 6 – Audit The Fund shall have a third-party independent review conducted at least every three (3) years to ensure the prudent management of assets and the accurate presentation of financial information to the Fund’s members and Board of Directors.

**ARTICLE X**

**Contracts, Loans, Checks, Deposits, and MOUs**

Section 1 – Contracts The Fund’s Board may by majority vote authorize any officer or agent to enter into a contract on behalf of the Fund and to execute and deliver such instrument evidencing the same. Such authority may be general or limited to specific instances.

Section 2 – Loans No loans shall be contracted on behalf of the Fund, and no evidence of indebtedness shall be issued in its name.

Section 3 – Checks All checks, drafts, or other orders for payment of money, or notes, or evidences of indebtedness, shall be signed by two officers or an officer and an agent of the Fund as may be designated by the Board.

Section 4 – Deposits All funds of the Fund shall be deposited in such depositories as may be directed by the Board.

**ARTICLE XI**

**Informal Action**

Section 1 – Process Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if prior to such action a written consent is signed by all members of the Board and such written consent is filed with the minutes of the Board.

**ARTICLE XII**

**Waiver of Notice**

Section 1 – Waiver Whenever, under the laws of the State of Missouri or by provision of these Bylaws, a waiver in writing is signed by persons entitled to receive such notice, whether before or after the time stated therein, it shall be deemed equivalent to the giving of such notice.

**ARTICLE XIII**

**Amendments**

Section 1 – Process The Board of Directors shall have the power to make, amend, and repeal the Bylaws of the Fund by vote of a majority of the directors present at any regular or special meeting of the Board. Board members shall receive in writing details of the proposed change at least three days in advance of the meeting where the change is to be considered.

These Bylaws adopted this 28th\_ day of October, 2021 by the Board of Directors of the Joplin Rotary Community Fund.

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Robert Reaves, Board Chair

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Fred Osborn, Board Secretary/Treasurer