

SA Draft 6/15/2018

ARTICLES OF AMENDMENT FOR  
THE COMMITTEE OF 200 FOUNDATION  
a nonprofit corporation

The Committee of 200 Foundation, a Missouri nonprofit corporation, hereby executes the following Articles of Amendment:

1. The name of the corporation is The Committee of 200 Foundation (the “*corporation*”), charter number N00036233.
2. On [●], 2018 (the “*Effective Date*”), the following amendments to Articles I, II and VII of the Articles of Incorporation (the “*Articles*”) of the corporation were adopted:
  - a. Article I of the Articles is replaced in its entirety with the following language:

“The name of the corporation is The Committee of 200 (the “*corporation*”).”
  - b. Article II of the Articles is replaced in its entirety with the following language:

“The purpose for which the corporation is formed is to do, in the United States or any of its possessions, any or all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, including:

    1. To conduct and carry on the work of the corporation not for profit but exclusively for religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”).
    2. Subject always to the provisions of paragraph 1 of this Article II, to inspire, educate, celebrate, and advance current and future women entrepreneurs and corporate leaders; to have and to exercise all powers necessary or incident to carrying out its corporate purposes; to exercise all other powers permitted by law; and to possess and enjoy all rights and powers which now or at any time hereinafter may be granted to or exercised by a corporation organized exclusively for the religious, charitable, scientific, literary or educational purposes aforesaid.
    3. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
    4. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent that the corporation makes a proper election under section 501(h) of the Code.

5. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

6. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would adversely affect its status as an organization described in section 501(c)(3) or as an organization to which contributions are deductible under section 170(c)(2) of the Code.”

c. Article VII of the Articles is replaced in its entirety with the following language:

“The corporation shall have members. The characteristics, qualifications, rights, limitations and obligations of membership shall be specified in the bylaws of the corporation.”

3. The board of directors of the corporation approved the foregoing amendments to the Articles on the Effective Date.

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment to the Articles of Incorporation to be signed by [\_\_\_\_\_], its [\_\_\_\_\_], this [●] day of [●], 2018.

\_\_\_\_\_  
Name:  
Title

**Approved & recommended by  
C200 Joint Board June 25, 2018**

**AMENDED AND RESTATED BYLAWS  
OF  
THE COMMITTEE OF 200  
A Missouri nonprofit corporation**

Effective [January 1, 2019]

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**AMENDED AND RESTATED BYLAWS  
OF  
THE COMMITTEE OF 200**

**ARTICLE I  
NAME, PURPOSE AND OPERATION**

**Section 1. Name**

These Amended and Restated Bylaws (the “*Bylaws*”) constitute the code of rules adopted by The Committee of 200 (“*C200*”), an entity organized under the laws of the State of Missouri, for the regulation and management of its affairs. C200 may adopt a fictitious name or names in accordance with applicable law. Initially, The Committee of 200 shall adopt the fictitious name “C200”.

**Section 2. Purpose**

- (a) *Purpose.* The purposes of C200 shall be those non-profit purposes stated in the Articles of Incorporation, as may be amended from time to time.
- (b) *Other Provisions.* As a membership association with an educational and charitable mission, the purpose of C200, an association of the world’s leading corporate and entrepreneurial business women, is to encourage and facilitate the sharing of members’ expertise, experience, networks and leadership to educate, inspire, support and advance women leaders in business – for the benefit of its members and the broader community of current and future women business leaders.

**Section 3. Registered Office and Agent**

- (a) *Registered Office.* C200 shall have and continuously maintain a registered office within the State of Missouri. The Board of Directors may from time to time change the address of its registered office by duly noted resolution and submission of the appropriate statement to the office of the Missouri Secretary of State, all in accordance with the requirements for such change. The address of the registered office shall be the same as that of the registered agent.
- (b) *Registered Agent.* The registered agent of C200 may be either an individual resident in the State of Missouri, or a domestic or foreign business or nonprofit corporation whose office is identical with the registered office authorized to act as such agent. Such an agent shall be continuously maintained by C200 in the State of Missouri in accordance with Missouri law. A new registered agent may be appointed if the office of such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if C200, acting through the Board of Directors, revokes the appointment of such agent by duly adopted resolution.

The new appointment shall be made by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the office of the Missouri Secretary of State, all in accordance with the requirements for such change. Such registered agent shall be recognized as an agent of C200 on whom any process, notice, or demand required or permitted by Missouri law to be served on a corporation may be served.

#### **Section 4. Other Offices**

C200 may maintain such other offices within or outside the State of Missouri as the Board of Directors may determine from time to time, any one of which may be designated as its principal office.

## **ARTICLE II MEMBERS**

#### **Section 1. Membership**

- (a) *Invitation.* Membership in C200 is by invitation of the Board of Directors only. A candidate for membership must be approved by at least two-thirds (2/3) of the Board of Directors in order to receive an invitation to join C200. A duly approved and qualified individual shall become a member of C200 (“**Member**”), subject to the requirements of these Bylaws and policies and procedures as adopted by the Board of Directors from time to time.
- (b) *Classes.* Classes of membership, if any, will be established by the Board of Directors.
- (c) *Qualifications.* Criteria for any class of membership shall include such membership guidelines as may be set forth in the policies and procedures of C200 as adopted by the Board of Directors from time to time.
- (d) *Good Standing.* A Member in good standing is one whose dues are currently paid (as set forth in Section 1(g) of this Article) and who is compliant with these Bylaws and the policies and procedures of C200, as published.
- (e) *Forfeiture.* The power to suspend or terminate membership of a Member shall be lodged exclusively in the Board of Directors pursuant to procedures that are fair and reasonable under Missouri law.
- (f) *Reinstatement.* The Board of Directors may reinstate a former Member to membership upon such terms as the Board of Directors may deem appropriate.
- (g) *Annual Dues.*
  - (1) Dues for all Members shall be paid annually on the first business day of

the fiscal year and in accordance with the policies and procedures of C200, as may be amended by the Board of Directors from time to time.

- (2) A change in the dues structure shall become effective as determined by the Board.
- (3) In the event a Member fails to timely remit payment of annual dues by February 28th of the fiscal year, such Member shall no longer be in good standing. Thereafter, such Member shall have thirty (30) days to remit payment of annual dues. If such Member fails to remit payment on or prior to the expiration of such thirty (30) day period, such Member's membership shall be terminated and the Member shall be dropped from the membership rolls subject to Section 1(e) of this Article.
- (h) *Prohibition on Transfer.* No membership or any right arising therefrom may be transferred by any Member.

## **Section 2. Voting; Quorum**

- (a) *Voting.* Each Member shall be entitled to one vote on each matter voted on by the Members.
- (b) *Quorum.* Except as otherwise provided herein, twenty-five percent (25%) of the votes entitled to be cast on a matter shall constitute a quorum on that matter.

## **Section 3. Annual Meeting**

The annual meeting of the Members (the "*Annual Meeting*") shall be held at such place, day and hour as may be fixed by the Board of Directors, either within or outside of the State of Missouri. Such Annual Meeting shall be for the purpose of electing Directors (as hereinafter defined) and Officers (as hereinafter defined) and for the transaction of such other business as may properly come before the meeting. At the Annual Meeting, the Chair and the Treasurer of C200 shall report on the activities and financial condition of C200.

## **Section 4. Special Meetings**

- (a) Special meetings of the Members may be called by:
  - (1) the Chair, or
  - (2) if the Members holding at least five percent (5%) of the voting power of C200 sign, date, and deliver to any Officer one or more written demands for the meeting describing the purpose or purposes for which it is to be held. The record date for a special meeting shall be the close of business thirty (30) days before delivery of the demand for a special meeting is sent to any Officer for the purpose of determining whether the five percent (5%) requirement has been met.

- (b) If a notice for a special meeting demanded under Section 4(a)(2) of this Article is not given within thirty (30) days after the date the written demand or demands are delivered to an Officer, a Member signing the demand or demands may set the time and place of the meeting and give notice pursuant to Section 5(b) of this Article.
- (c) Only those matters that are within the purpose or purposes described in the meeting notice required by Section 5 of this Article may be conducted at a special meeting of Members.

### **Section 5. Notice**

- (a) Written or printed notice stating the place, day and hour of the Annual Meeting shall be sent to the Members at least ninety (90) days before the Annual Meeting, which notice shall identify those Board Member Officer (as hereinafter defined), and Director positions (as hereinafter defined) that are up for election at such Annual Meeting. Such notice shall contain guidelines for each Board Member Officer and Director candidate position and shall solicit nominations for each such position.
- (b) Written or printed notice stating the place, day and hour of each special meeting and the purpose or purposes for which the meeting is called shall be delivered not less than ten (10), or if notice is mailed by other than first class or registered mail, thirty (30), nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the Chair, the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting or otherwise shall be announced at the immediately preceding meeting of the Members. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

### **Section 6. Action by Written Ballot**

- (a) Any action which may be taken at any annual or special meeting of Members may be taken without a meeting if C200 delivers a written ballot to every Member entitled to vote on the matter. For the avoidance of doubt, a “written” ballot shall include a ballot transmitted or received by electronic means.
- (b) A written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.
- (c) Approval by written ballot pursuant to this Section shall be valid only when (1) the number of votes cast by ballot equal or exceeds the quorum required to be present at a meeting authorizing the action, except as set forth in Article III, Section 3(b), and (2) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

- (d) All solicitations for votes by written ballot shall:
- (1) indicate the number of responses needed to meet the quorum requirements;
  - (2) state the percentage of approvals necessary to approve each matter other than election of Directors;
  - (3) specify the time by which a ballot must be received by the corporation in order to be counted; and
  - (4) specify the date, if any, by which a revocation of that ballot must be received in order to be effective.
- (e) A ballot may be revoked at any time prior to the time stated in the ballot for receipt of such revocation to be effective.

### **ARTICLE III BOARD OF DIRECTORS**

#### **Section 1. General Powers**

The affairs of C200 will be managed by or under the direction of its Board of Directors.

#### **Section 2. Number and Term**

- (a) *Number.* The number of directors of C200 shall be such number as may be fixed from time to time by resolution of the Board of Directors, provided the number shall not be less than thirteen (13). The Board shall consist of: the Chair, the Vice Chair, the Chair Elect (if any), the Secretary and the Treasurer (collectively, the “**Board Member Officers**”), each of whom shall be elected as set forth in Article IV, Section 1(b), and each of whom shall be Board members ex officio; no less than three (3) of the remaining directors shall be Regional Chairs (as hereinafter defined), with rotation as determined by the Board to provide for geographic representation (each a “**Regional Director**” and collectively, the “**Regional Directors**”); and the balance shall be directors-at-large (the “**Directors-at-Large**” and, together with the Regional Directors and Board Member Officers, the “**Directors**”).
- (b) *Term.* The Directors-at-Large shall be divided into three (3) classes, designated Class I, Class II and Class III. Each class of Directors-at Large shall serve for a three (3) year term with approximately one third (1/3) of the terms ending annually. Each Regional Director shall serve a three (3) year term. In the event a Regional Director resigns from her duties as a Regional Chair, such Regional Director may serve the remainder of her three (3) year term as a Director-at-Large. The term of each Board Member Officer shall be as set forth in Article IV, Section 1(d)(1).

- (c) *Limitations.* No Regional Director or Director-at-Large shall serve more than two (2) consecutive full terms. No Director shall be eligible to serve an additional term on the Board until two (2) years after the prior term has ended.
- (d) *Balanced Representation.* It shall be an objective to achieve balanced representation of “corporate” and “entrepreneur” Members (as identified by each Member in her application for membership) on the Board of Directors.

### **Section 3. Election; Qualifications**

- (a) *Election.*
  - (1) Notice of the Annual Meeting shall be sent to the Members in accordance with the procedures set forth in Article II, Section 5.
  - (2) Ballots will be mailed or sent electronically to the Members at least sixty (60) days prior to the Annual Meeting. Ballots must be received by C200 not later than thirty (30) days before the Annual Meeting at the principal office of C200, or other designated location.
  - (3) The results of the election will be reported at the Annual Meeting.
- (b) *Votes and Ties.* The nominee for each Board Member Officer and each Director-at-Large receiving the most votes of the Members shall be elected provided that not less than twenty-five percent (25%) of Members have cast their votes. In the event of a tie vote, a decision shall be determined by the committee previously designated by the Board to manage the nominations and election. The Regional Directors shall be selected per the rotation determined by the Board.
- (c) *Qualifications.* Directors must be Members in good standing for at least two (2) years prior to the start of their term as a Director.

### **Section 4. Resignation; Removal**

- (a) *Resignation.* Any Director may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary of C200. A Director’s resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.
- (b) *Removal.* A Director may be removed by the affirmative vote of a majority of the Board: (1) for Cause or (2) in the event such Director is absent from more than two (2) consecutive meetings. “*Cause*” shall include but not be limited to any of the following, as determined by the Board in good faith: (i) the commission of a felony by the Director; (ii) the theft, conversion, embezzlement or misappropriation by the Director of funds or other assets of C200 or any other act of fraud or dishonesty with respect to C200 (including acceptance of any bribes or

kickbacks or other acts of self-dealing); (iii) the intentional, negligent or unlawful misconduct by the Director which causes harm or embarrassment to C200 or exposes C200 to a risk of harm or embarrassment; or (iv) violation of any statutory or common law duty of loyalty or care to C200.

### **Section 5. Vacancies**

- (a) Except as set forth in Article IV, Section 9(a), any vacancy occurring on the Board of Directors, or any directorship to be filled, by reason of an increase in the number of Directors, resignation, removal or death may be filled by the Board of Directors at the Annual Meeting, any regular meeting, or a special meeting of the Board of Directors called for that purpose, even if the number of Board members at the meeting is less than a quorum. In filling such vacancy, the Board shall take into consideration whether the existing representation on the Board reflects the objectives of balanced representation set forth in Section 2(c) of this Article.
- (b) Each Director elected to fill a vacancy shall hold office for the duration of the unexpired term of her predecessor in office. Any term in excess of one year shall be considered a full term for purposes of eligibility for reelection unless the Board determines that it is in the best interest of C200 to make an exception in any given case.
- (c) A pending vacancy that arises due to a Director's resignation or removal may be filled prior to the effective date of such resignation or removal, but the successor shall not take office until that effective date.

### **Section 6. Annual and Regular Meetings**

The annual and regular meetings of the Board of Directors will each be held at the place and time determined by the Board of Directors.

### **Section 7. Special Meetings**

Special meetings of the Board of Directors may be held at any time and place as properly noticed pursuant to Section 8 of this Article. The meetings may be called by the Chair or by a written request from any four (4) Directors sent to any member of the Executive Committee.

### **Section 8. Notice of Meetings**

- (a) *Timing.* Notice of each meeting must be delivered by or at the direction of the Secretary to each Director at least five (5) days before the day on which the meeting is to be held.
- (b) *Delivery.* Notice may be given electronically via email or other electronic delivery methods permitted by law. Any notice given electronically shall be deemed to have been given if electronic evidence of receipt thereof is obtained at or about the time of sending. Notice may also be given by U.S. Mail, postage pre-paid, or

by overnight delivery service if evidence of delivery thereof is obtained.

- (c) *Waiver.* Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (d) *Description of Meeting.* Neither the business to be transacted, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

### **Section 9. Quorum; Voting; Proxies**

- (a) *Quorum.* A majority of Directors in office immediately before a meeting begins will constitute a quorum for the transaction of business at any meeting of the Board.
- (b) *Voting.* If a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law or these Bylaws.
- (c) *Proxies.* No Director may vote by proxy on any matter.

### **Section 10. Electronic Participation at Meetings**

- (a) Telephonic or electronic participation in a meeting by a Director will constitute attendance and presence at such meeting so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Email is not a proper form of electronic participation at a meeting of the Board of Directors.

### **Section 11. Informal Action by Written Consent**

- (a) *Informal Action.* Any action by the Board of Directors which is required to be or may be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to unanimously, in writing, by the Directors.
- (b) *Written Consent.* The written consent must be evidenced by one or more written approvals from the Directors; each consent must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary and attached to the minutes and filed with the corporate records. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.
- (c) *Effective Date.* Any action taken by the Board pursuant to this Section 11 will

be effective when a majority of the Directors then in office have approved the written consent unless the consent specifies a different effective date.

### **Section 12. Presumption of Assent**

If a Director is present at a meeting of the Board of Directors, she will be conclusively presumed to have assented to any corporate action taken by a formal vote at the meeting unless any of the following conditions is satisfied:

- (a) Her dissent was entered in the minutes of the meeting; or
- (b) She filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment.

### **Section 13. Director Conflict of Interest**

All Directors are bound by the restrictions and disclosures required as set forth in the policies and procedures of C200 as adopted by the Board of Directors from time to time.

## **ARTICLE IV OFFICERS**

### **Section 1. Designation; Election; Term; Multiple Offices**

- (a) *Designation.* The officers of C200 shall include a Chair, Vice Chair, Treasurer, Secretary and Chair Elect (collectively, the “**Board Member Officers**”), and may include an Executive Director and such other officers authorized by the Board of Directors (the “**Non-Board Officers**” and, together with the Board Member Officers, the “**Officers**”). The Non-Board Officers shall not be Members.
- (b) *Election.* The Board Member Officers, other than the Chair, shall be elected by the Members in accordance with the procedures set forth in Article III, Sections 2 and 3. The Chair shall first be elected as the Chair Elect, and then succeed to Chair upon the expiration of the prior Chair’s term.
- (c) *Qualifications.*
  - (1) Board Member Officers must at all times be Members in good standing of C200.
  - (2) Nominees for the office of Chair Elect shall have completed one term on the Board of Directors within the previous four (4) years. To clarify, “one term” shall mean either one three (3) year term as a Director or one term of office as a Board Member Officer.
  - (3) Nominees for the offices of Vice Chair, Treasurer and Secretary shall have

been a member of the Board of Directors for at least two (2) years. The Treasurer shall have expertise in the fields of accounting and finance.

- (d) *Term.*
- (1) Each Board Member Officer shall hold office for a period of two (2) years, until her successor has been duly elected/appointed or until her death, resignation or removal in the manner hereinafter provided. No Board Member Officer may serve more than one term in the same office. Additionally, any Officer may serve no more than one term in another office, provided that that the Chair and Chair Elect may serve one term in another office in addition to the terms served as Chair and Chair Elect.
  - (2) Each Non-Board Officer shall hold office for such period of time as shall be determined by the Board. In the event that a Non-Board Officer ceases his or her employment with C200, such Non-Board Officer shall automatically be removed from office without further action by the Board.
- (e) *Multiple Offices.* The same individual may hold any two (2) or more offices simultaneously.

## **Section 2. Chair**

- (a) The Chair of the Board of Directors also serves as the Chair of the Executive Committee, subject to the direction and control of the Board of Directors, and through the Executive Committee, will oversee the general and active management of the affairs of C200 as described in Article VI, Section 2.
- (b) The Chair will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another officer or to an Executive Director.
- (c) The Chair shall have the power to transact all of the usual, necessary and regular business of C200 as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such deeds, mortgages, bonds, contracts, leases and other instruments as shall be required by C200; and, in general, shall perform all such other duties incident to the office of Chair and such other duties as may from time to time be prescribed by the Board of Directors.
- (d) The Chair will from time to time report to the Board of Directors on all matters within her knowledge and of material interest to C200 and otherwise as the Board may direct.
- (e) The Chair shall perform other such duties as may be assigned from time to time

by the Board of Directors including service as Chair of the Governance & Nominating Committee in the year immediately succeeding her term end as Chair.

### **Section 3. Vice Chair**

- (a) The Vice Chair shall have all the powers and perform all the duties of the Chair in the Chair's absence or incapacity during the Chair's first year in office.
- (b) The Vice Chair shall assume the Chair position for the remainder of the first year of the Chair's term in the event of a vacancy in the office of Chair as noted in Article IV, Section 9.
- (c) The Vice Chair shall have stewardship responsibility for C200's programmatic portfolio including reporting to the Board regularly on the status and performance of C200 programs.

### **Section 4. Secretary**

- (a) The Secretary shall record and preserve the minutes of meetings of the Board of Directors and shall give, or cause to be given, all notices in accordance with the provisions of these Bylaws (or as required by law) and ensure adherence to the Bylaws.
- (b) The Secretary shall supervise the custody of all records and shall be responsible for authenticating records of C200. The Secretary shall be responsible for the keeping and reporting of the minutes of the meetings of the Board of Directors.
- (c) The Secretary shall perform such other duties as may be assigned from time to time by the Board of Directors or the Chair.

### **Section 5. Treasurer**

- (a) The Treasurer shall be responsible for oversight of the accounting functions and financial condition of C200 and shall serve as the chair of the Finance & Investment Committee. The Treasurer shall serve as the primary liaison between the Board of Directors and the Finance & Investment Committee.
- (b) The Treasurer shall, with the assistance of the Board of Directors, ensure that proper personnel and controls are in place for the maintenance of accurate books of account for C200, and for the custody of all funds and securities of C200.
- (c) The Treasurer shall perform all the duties incident to the office of treasurer, including liaising with external auditors, signing checks and/or approving wires as needed, reviewing bank reconciliations and payroll registers and such other duties as from time to time may be assigned to her by the Board of Directors and/or in the absence of management.

- (d) The Treasurer shall present an annual budget for the forthcoming year to the Board of Directors for its approval.
- (e) The Treasurer shall present investment policies and investment plans covering the investable assets of C200 annually to the Board of Directors for its approval and at such other times as the Board may direct.
- (f) The Treasurer shall present audited financial statements of C200 annually to the Board of Directors for its approval.
- (g) The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

### **Section 6. Chair Elect**

- (a) The Chair Elect shall be nominated and elected by the membership at the end of the first year of a new Chair's term. The Chair Elect would then begin her term in that position on January 1 following the election, which is also the beginning of the second year of the then current Chair's term. The new Chair Elect will then serve on the Board and Executive Committee for one year just prior to then assuming the Chair position.
- (b) The Chair Elect will have all the powers and perform all the duties of the Chair in the Chair's absence or incapacity during the Chair's second year in office.
- (c) The Chair Elect shall assume the position of Chair for the remainder of the second year of the Chair's term in the event of a vacancy in the office of Chair as noted in Article IV, Section 9.
- (d) The Chair Elect will perform other such duties as may be assigned from time to time by the Board of Directors.

### **Section 7. Executive Director**

- (a) The Board of Directors may appoint an Executive Director, who shall be an employee of C200. Any such employment is "at will" and may be terminated by the Board at any time with or without cause, subject to the terms of any written employment contract governing such employment.
- (b) The Executive Director shall, subject to the direction and under the supervision of the Chair or such other Officer or person designated by the Board of Directors, implement all policies, directives, and corporate values established by the Board. The Executive Director shall be the chief administrative and operating officer with supervisory authority over all employees, including contracted staff of C200 (including other Non-Board Officers), including hiring and termination of employees.

- (c) Except in those instances in which the authority to execute is expressly delegated to another officer or agent of C200, or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the Executive Director may transact the usual, necessary and regular business of C200 including, with such prior authorization of the Board of Directors or the Chair or as may be required by these Bylaws, execution of such contracts, deeds, mortgages, bonds or other instruments as shall be required by C200.

### **Section 8. Resignation; Removal**

- (a) *Resignation.* Any Non-Board Officer may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary. Such Non-Board Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. The acceptance of such resignation will not be necessary to make it effective. Any Board Member Officer may resign as set forth in Article III, Section 4(a).
- (b) *Removal.* Any Non-Board Officer may be removed by the Board of Directors with or without cause. A Non-Board Officer's removal will be without prejudice to his or her contract rights, if any.

### **Section 9. Vacancies**

- (a) A vacancy in the office of Chair in the first year of the Chair's term shall be filled by the Vice Chair for the remainder of that term or until the Chair Elect is elected. In the second year of the unexpired term or if the vacancy in the office of Chair occurs in the second year of that term, the vacancy shall be filled by the Chair Elect for the remaining unexpired term of the Chair.
- (b) Any vacancy in any Board Member Officer position, other than the Chair, shall be filled in accordance with Article III, Section 5.

## **ARTICLE V REGIONAL CHAIRS**

### **Section 1. Offices**

There shall be a regional chair ("**Regional Chair**") and a minimum of one Regional Vice Chair appointed by the Board of Directors for each region ("**Region**") of C200, as defined by the Board of Directors. Any such Regions may be reorganized from time to time upon the affirmative vote of a majority of the Board of Directors.

### **Section 2. Qualifications**

Regional Chairs and Regional Vice Chairs shall be residents in the Region they represent at the time of their appointment and during their entire term of office.

### Section 3. Duties

- (a) Each Regional Chair shall:
  - (1) Serve as liaisons between the Members of her Region and the Board of Directors;
  - (2) Develop programs to serve the Members and fulfill the objectives of C200 as determined by the Board of Directors;
  - (3) Recruit new members from her Region;
  - (4) Serve on the Board of Directors as set forth in Article III in rotation as determined by the Board; and
  - (5) Perform such other duties as may be assigned by the Board of Directors of C200.
- (b) The Regional Vice Chair will perform such duties as may be assigned by the Regional Chair or Board of Directors, except that a Regional Chair may not re-assign her Director position or Board duties to the Regional Vice Chair.

## ARTICLE VI COMMITTEES OF THE BOARD

### Section 1. Committees of the Board

- (a) The Board of Directors may create one or more committees of the Board (each, a “*Committee of the Board*”) and appoint Directors to serve on such Committees of the Board. Initially, the Committees of the Board shall be: the Executive Committee; the Finance & Investment Committee; and the Governance & Nominating Committee.
- (b) Each Committee of the Board must contain at least two (2) Directors of such Committee of the Board, with at least one serving as the chair of the Committee of the Board as appointed by the Chair of C200. Individuals who are not members of the Board may be invited to participate in meetings of the Committees of the Board in an advisory capacity, but, in accordance with the Act, shall not count toward a quorum or be entitled to vote at such meetings.
- (c) All members of Committees of the Board shall serve at the pleasure of the Board of Directors except for the Chair, who shall serve as chair of the Executive Committee, and the Treasurer, who shall serve as chair of the Finance & Investment Committee.
- (d) Each Committee of the Board shall have a charter defining the Committee of the Board’s purpose and key objectives that is approved by the Board of Directors.

- (e) To the extent specified by the Board of Directors, each Committee of the Board may exercise the authority of the Board of Directors in the C200 subject area as documented in the policy manual for the Board of Directors and the Committee of the Board's charter as approved by the Board; provided, however, that a Committee of the Board may not:
- (1) Adopt a plan for the distribution of the assets of C200;
  - (2) Approve, adopt or recommend to Members a plan for dissolution;
  - (3) Fill vacancies on the Board of Directors or on any Committees of the Board designated by the Board of Directors;
  - (4) Elect, appoint or remove any Director or Officer, or any member of any Committee of the Board, or fill a vacancy on the Board or any Committee of the Board;
  - (5) Adopt, amend, or repeal the Bylaws or the Articles of Incorporation of C200;
  - (6) Approve or recommend to Members a merger or consolidation or adopt a plan of merger or plan of consolidation with another entity;
  - (7) Authorize the sale, pledge, transfer, lease, exchange, or mortgage of the property or assets of C200; or
  - (8) Take any action inconsistent with the Articles of Incorporation, these Bylaws, or any resolution or action of the Board of Directors.

## **Section 2. Executive Committee**

The Executive Committee shall consist of the Chair, Vice Chair, Chair Elect, Treasurer, and Secretary. Subject to the limitations set forth in Section 1(e) of this Article, the Executive Committee shall:

- (1) Exercise the authority of the Board of Directors during the intervals between the meetings of the Board of Directors, as necessary, and report to the Board of Directors on action taken at the next Board Meeting;
- (2) Act for the Board of Directors on matters that, in the opinion of the Chair, are of a nature that should not wait until the next scheduled or special meeting of the Board of Directors;
- (3) Supervise the employees of C200 in the absence of the Executive Director or in the event the office of Executive Director is vacant.

## **Section 3. Quorum; Voting**

- (a) Unless otherwise specifically defined by the Board of Directors or as set forth in the Committee of the Board’s charter, a majority of the entire Committee of the Board will constitute a quorum for action by Committee of the Board at any meeting of a Committee of the Board.
- (b) The act of a majority of the members of a Committee of the Board present and voting at a meeting at which a quorum is present will constitute the act of the Committee of the Board.

#### **Section 4. Electronic Participation at Meetings**

Telephonic or electronic participation in a meeting by a member of a Committee of the Board will constitute attendance and presence at such meeting so long as all persons participating in the meeting can communicate with each other concurrently.

#### **Section 5. Meetings of Committees of the Board**

Subject to action by the Board of Directors, each Committee of the Board shall determine the time and place of meetings by majority vote of its members.

#### **Section 6. Informal Action**

- (a) *General.* Any action required to, or which may, be taken at a meeting of a Committee of the Board may be taken without a meeting if it is consented to in writing by all of the Committee of the Board members.
- (b) *Written Consent.* The written consent must be evidenced by one or more written approvals from the Committee of the Board members; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of C200 and filed in the corporate records.
- (c) *Effective Date.* Any action taken by a Committee of the Board pursuant to this Section will be effective when all of the Committee of the Board members have approved the written consent unless the consent specifies a different effective date.

## **ARTICLE VII INDEMNIFICATION**

#### **Section 1. Indemnification**

C200 shall indemnify all of its present and former officers, directors, employees and agents to the fullest extent permitted by the Missouri Nonprofit Corporation Act (the “*Act*”), the relevant provisions of which Act are herein incorporated by reference. C200 shall have the power to

purchase and maintain insurance for such indemnification to the fullest extent as determined from time to time by the Board of Directors.

## **ARTICLE VIII BOOKS AND RECORDS**

### **Section 1. Corporate Records**

C200 shall keep accurate and complete books and records of account and shall also keep minutes of the meetings of the Members and the Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, and a record of all actions taken by Committees of the Board.

### **Section 2. Right of Inspection**

Any Director, agent or attorney of any Director or any Member may examine and make copies of the books and records related to any of the proceedings of the Board of Directors provided that the Board of Directors has determined that such Director, agent or attorney or Member has a proper purpose for doing so. This inspection shall take place at a mutually agreed upon time.

## **ARTICLE IX MISCELLANEOUS**

### **Section 1. Depositories**

All funds of C200 not otherwise employed will be deposited from time to time to the credit of C200 in any banks, trust companies, or other depositories designated by the Board of Directors.

### **Section 2. Checks, Drafts, Notes, Etc.**

Except as otherwise provided or restricted in these Bylaws or by law, all checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of C200 and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of C200 must be executed and attested by such Officer or Officers, or agent or agents, of C200 and in such manner as shall periodically be determined by resolution of the Board of Directors.

### **Section 3. Fiscal Year**

The fiscal year of C200 will end on the last day of December of each year.

### **Section 4. Notice**

- (a) *Electronic Notice.* Any notice to be delivered under the Act or these Bylaws which must be given "in writing" may be delivered by communications

transmitted or received by electronic means.

- (b) *Delivery of Notice.* Any notices will be considered to be “delivered” when the earliest of the following occurs:
- (1) When received;
  - (2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed to the proper party at the address listed in C200’s records and with first class postage affixed;
  - (3) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed to the proper party at the address listed in C200’s records, and with other than first class, registered or certified postage affixed;
  - (4) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
  - (5) Thirty (30) days.

If notice is permitted to be transmitted by generally accepted electronic means such as email, such electronic notice shall be deemed delivered upon receipt provided that, electronic evidence of receipt thereof is obtained at or about the time of sending.

## **Section 5. Execution of Documents**

Except as otherwise provided or restricted in these Bylaws or by law, 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 C200 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 C200 by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

## **Section 6. Compensation**

- (a) The Executive Committee shall fix the salary or other compensation and benefits of the Executive Director.
- (b) No Director will receive, directly or indirectly, any income, profit, or other pecuniary benefit from C200, except reimbursement from C200’s funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of C200, upon submission of proper documentation. Directors will not be reimbursed for any travel related costs for attendance at Board or Committee of the Board meetings

or C200 programs.

### **Section 7. Loans**

C200 shall make no loans to any of its Directors, Officers, Members or employees.

### **Section 8. Construction**

If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (1) The remainder of these Bylaws will be considered valid and operative; and
- (2) Effect will be given to the intent manifested by the portion held invalid or inoperative.

## **ARTICLE X AMENDMENTS**

### **Section 1. Approvals**

- (a) Any amendments, alterations or repeal of the Bylaws must be approved:
  - (1) By the Board of Directors, if the amendment does not relate to the number of Directors, the composition of the Board, the term of office of Directors or the method or way in which Directors are elected; and
  - (2) By the Members by two-thirds (2/3) of the votes cast at a meeting at which a quorum is present or a majority of the Members, whichever is less.
- (b) If the Board or the Members seek to have the amendment approved by the Members at a meeting, C200 shall give notice to its Members of the proposed meeting in writing in accordance with these Bylaws. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.
- (c) If the Board of Directors or the Members seek to have the amendment approved by the Members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.