

**Bylaws of the**



## **ARTICLE I: NAME**

The name of the corporation shall be the Northeast Community Center (“NECC” or the “Center”).

## **ARTICLE II: PURPOSE**

### MISSION STATEMENT

The Northeast Community Center promotes the healthy growth and development of children and our diverse community through the study and practice of the performing arts.

### VISION STATEMENT

We accomplish this by providing music education to measurably improve academic and personal outcomes for children & families in the Northeast Community.

## **ARTICLE III: OFFICES AND RECORDS**

The location of the registered office and the name of the registered agent of the Center shall be determined by the Board of Directors (“Board”) and placed on file in the appropriate office pursuant to the provisions of the laws of the State of Missouri.

The Center shall maintain its registered office at 544 Wabash, Kansas City, Missouri 64124 and shall keep books where are recorded the names of its members; an account of assets and liabilities; a list of the names and addresses of its officers and such other information as may be required by law.

## **ARTICLE IV: BOARD OF DIRECTORS**

### 1. Definition

The membership of this Center shall consist of the members of the Board of Directors. No one not a member of the Board can qualify as a member of the Center. The membership shall number no less than four or more than twelve. Beginning in January 2012, the term of service on the Board is for three years, to commence on June 1 of the year. A member is eligible for re-election for two additional successive terms, and thereafter remains ineligible for re-election until the expiration of another year. Resignation of a director shall be in writing to the President who will then inform the Board.

### 2. Nomination for membership is subject to the approval of the Board.

### 3. Quorum and Voting Rights

The presence of a majority of the members of the Board shall constitute a quorum for the transaction of business. Every member of the Board of Directors shall be entitled to one vote on any matter before the Board for that purpose. An affirmative vote by a simple majority shall suffice to carry any motion before the Board, unless hereinafter specified.

The Board shall meet every other month or more frequently as needed at a place and time to be designated. Members shall be given five days’ notice of the meeting. Meetings may be by conference

calls or electronically as well as in person. Special meetings of the Board may be called by the President or a majority of the voting directors then in office to be held at such time, day, and place as shall be designated in the notice of the meeting. The notice of a special meeting shall be written, stating the place, day, hour, and purpose of the meeting. Notice to the members may be by regular mail, by facsimile, or electronic mail at least two days in advance.

Any action which is required to or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing (including by means of electronic communication), setting forth the action so taken, are submitted by a quorum of members of the Board of Directors. The consents shall have the same force and effect as a vote at a meeting duly held. The secretary shall file the consents with the minutes of the Board of Directors.

#### 4. Responsibilities

Members of the Board of Directors are charged with providing the necessary governance and oversight to ensure that the mission of the Northeast Community Center is not comprised.

Responsibilities include the following:

- a) Know and effectively articulate the mission, purpose, goals, policies, and programs of NECC
- b) Attend board meetings and committee meetings as well as NECC events.
- c) Chair and/or participate in at least one board committee.
- d) Commit time, thought, and effort to NECC.
- e) Participate in establishing and enforcing organizational policies.
- f) Accept responsibility for NECC financial accountability.
- g) Make an annual financial contribution according to personal means.
- h) Participate in NECC fundraising activities in a variety of ways.
- i) Identify friends and associates who might be prospective donors or board members.
- j) Support and advise the Executive Director as appropriate.
- k) Participate actively in assessing NECC performance and setting its strategic goals and objectives.
- l) Represent NECC to the community.
- m) Avoid conflicts of interest.
- n) Maintain confidentiality of all NECC board meetings.
- o) Adhere to all NECC bylaws and polices.

#### 5. Service without Compensation

No compensation will be paid to any member of the Board of Directors for services performed as a member of the Northeast Community Center.

#### 6. Indemnification

The Center shall indemnify all members of the Board of Directors to the full extent specified in the Indemnification Statutes of Missouri.

#### 7. Removal

Any director may be removed from such office, with or without cause, by a two-thirds vote of the directors at any regular or special meeting of the board called expressly for that purpose. Excessive

and/or unexplained absences from regular meetings might be cause to remove a board member. Serious breach of bylaws and polies may be cause to remove a board member.

## **ARTICLE V: OFFICERS**

### 1. Qualification

In order to qualify as an officer of the Center the person shall be a duly elected Director, so acting. The offices shall include those of President/Chair, Vice President/Vice Chair, Treasurer, and Secretary, and may include others. The officers shall serve for a term of one year and shall be eligible to succeed her/himself.

When officer is not succeeding him/herself the governance committee creates the slate of candidates and manages the process in order to present the best candidates for the final board voting. When possible, board members elected to be officers should be familiar with the organization and the role of the board. Board service and committee leadership should serve as the training ground for officer positions.

Elections shall be in May of each year for office term to then begin June 1 of each year.

### 2. Duties of the Officers

- a) President/Chair is responsible for ensuring the effective action of the board in governing and supporting the organization and oversees board affairs. Acts as the representative of the board as a whole, rather than as an individual supervisor to staff. The President's responsibilities include:
  - i. Community: Speaks to the community on behalf of the organization (as does the Executive Director); represents the organization in the community.
  - ii. Meetings: Develops agendas for meetings in concert with the Executive Director. Presides at board meetings.
  - iii. Committees: Recommends to the board which committees are to be established. Works with committee chairs in seeking volunteers for committees and coordinating individual board member assignments. Makes sure each committee has a chair and stays in touch with committee chairs to be sure that their work is carried out; identifies committee recommendations that should be presented to the full board. Determines whether executive committee meetings are necessary and convenes the committee accordingly.
  - iv. Executive Director: Establishes search and selection committee (usually acts as chair) for hiring an Executive Director. Convenes board discussions on evaluating the Executive Director and negotiating compensation and benefits package on an annual basis and conveying this information to the Executive Director.
  - v. Board Affairs: Ensures that board matters are handled properly, including preparation of pre-meeting materials, committee functioning, and recruitment and orientation of new board members.
  
- b.) Vice Chair of the Board shall:
  - i. Attend most board meetings.

- ii. Serve on the executive committee.
  - iii. Carry out special assignments as requested by the board chair.
  - iv. Understand the responsibilities of the board chair and be able to perform these duties in the chair's absence.
  - v. Participate as a vital part of the board leadership.
- c.) Treasurer of the board shall have the requisite knowledge of the organization and demonstrate personal commitment to its goals and objectives and shall have an understanding of financial accounting for nonprofit organizations. The treasurer's responsibilities shall include:
- i. Serving as financial officer of the organization and as chair of the finance committee
  - ii. Ensuring, with the finance committee, the board has completed its reviews and approvals of financial statements and transactions and that actions related to such are carried out in accordance with the board's directives and objectives
  - iii. Providing necessary education to members of the board to enable them to carry out their fiduciary responsibilities
  - iv. Works with the Executive Director to ensure that appropriate financial reports are made available to the board on a timely basis
  - v. Assists the Executive Director in preparing the annual budget and presenting the budget to the board for approval
  - vi. Reviews the annual financial statements, presents the financial statements to the finance committee and board of director and ensures that any questions related to the annual financial statements and/or audit are appropriately addressed.
- d.) Secretary of the board shall:
- i. certify and keep at the principal office of the organization the original or a copy of the bylaws as amended or otherwise altered to date;
  - ii. keep at the principal office of the organization, or at such a place as the board may determine, a book of minutes of all meetings of the directors and meetings of committees. Minutes shall record time and place of meeting the names of those present or represented at the meeting, and the proceedings thereof;
  - iii. ensure that all notices are duly given in accordance with the provisions of the bylaws or as required by law;
  - iv. be custodian of the records; and
  - v. in general, perform all duties incident to the office of the secretary and such other duties as may be required by law, by the articles of incorporation, or by the bylaws, or which may be assigned to him or her from time to time by the board.

### 3. Executive Director

The Center shall engage, at a fair salary, an Executive Director to serve as the principal administrator of the Center. The Executive Director shall supervise the activities of the Northeast Community Center and, in particular, will oversee its structures and grounds.

The Executive Director shall become and remain regularly informed of the financial state of the Center, the sources of its funds, their investments and banking outlets and shall administer them conformably with these bylaws and as may be directed by the Board. To these ends, the Executive Director shall regularly consult with the relevant financial institutions to review the investment policies affecting the ongoing endowment and trust funds, and particularly, that they are being used by the Center in accordance with the intent of the donors.

The Executive Director shall attend all regular meetings of the Board and submit reports to the Board at its meetings and, when called upon, will advise as to the state of Center operations, needs, objectives to be reached, and the means for their accomplishment. The Executive Director serves as an ex officio, nonvoting member of the board.

The Executive Director shall foster community relations, speak for the Center, and promote understanding of the role, value and educational objectives of the Center's Programs.

The Executive Director shall have access to funds for the operation of the Center. The President shall authorize a checking account upon which the Executive Director, President or the Treasurer may draw as signatories. All the powers granted to the Executive Director in the bylaws and exercised by the Executive Director shall be subject to the approval of the Board of Directors.

The performance of the Executive Director will be evaluated annually and the compensation reviewed and approved annually. The duties and prerogatives of the Executive Director, as more detailed separately, encompass the vital functions of sound budgetary and fiscal policy.

## **ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS, GIFTS, BOARD POLICY, AND GOVERNANCE**

### 1. Contracts

The Executive Director shall have the right and power to enter contracts with individuals and other legal entities subject to Board Approval.

### 2. Checks

All checks, drafts and orders for the payment of money, notes or other evidences of indebtedness, shall be signed by the Executive Director, President or Treasurer, unless otherwise granted in these bylaws and in accordance with the Center's Check Disbursements and Receipts Policy.

### 3. Gifts

The Board of Directors may accept on behalf of the center contributions, cash, bequests or devises for the furtherance of the general purposes of the Center in accordance with the Center's Gift Acceptance Policy.

### 4. Board Policies

A Director on the Board of Northeast Community Center, by the assumption of office or continuation in office thereby avows that (s)he is free of any actual or apparent conflict of interest;

will not allow retaliation against a whistleblower, will govern with prudence and loyalty, and maintain an ethical posture in all public dealings.

Board is responsible for creating, maintaining and updating policies as needed.

The development and adoption of policies to govern the operation of the Northeast Community Center are the responsibilities of the Board of Directors. At any meeting of the Board, policies governing the Center may be enacted, amended, or repealed by a majority vote. The formal adoption of policies shall be recorded in the minutes of the Board. Only those written statements so adopted and so recorded shall be regarded as official Board policy.

#### 5. Governance

A Director on the Board of Northeast Community Center, by the assumption of office or continuation in office, thereby avows that (s)he is free of any actual or apparent conflict of interest; will not allow retaliation against a whistleblower, will govern with prudence and loyalty, and maintain an ethical posture in all public dealings.

### **ARTICLE VII: DISSOLUTION**

Upon the dissolution of the Center, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Center, dispose of all the assets of the Center exclusively for the purposes of the Center in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 ( or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Center is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized exclusively for such purposes other than religious purposes.

### **CAVEAT ADDENDUM**

Notwithstanding the stated provisions of the Northeast Community Center Bylaws,

1. The Center shall not conduct any business or activity, or use any of the assets of the Center for any purpose not permitted to an organization under the General Not For Profit Law of the State of Missouri, Chapter 355, RSMO, (1969).
2. The Center shall not carry on any activity, or use any of the assets of the Center, for any purpose which is not permitted to an organization exempt from taxation under Section 501(c)3 of the Internal Revenue Code of 1986, as amended.
3. The Center shall operate at all times in such a manner that contributions received will be eligible for deduction from taxation by the donors under Sections 170.2055, 170.2106, and 170.2522 of the Internal Revenue Code, of 1986, as amended, to the extent that any of these sections may apply.