

**BYLAWS**

**OF**

**Families with Children from China - St. Louis**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of Families with Children from China - St. Louis, hereinafter referred to as FCC-St. Louis, is located in St. Louis County, State of Missouri.

**ARTICLE 2  
NONPROFIT PURPOSES**

**SECTION 1. IRC SECTION 501(C) (3) PURPOSES**

FCC-St. Louis is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

**Section 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of FCC-St. Louis shall be:

Families with Children from China - St. Louis, seeks to build a community of support for the healthy development of members' children through:

- 1) educational opportunities for learning about the Chinese culture and developmental issues specific to raising children adopted from China;
- 2) children's and family activities to help children learn about their Chinese heritage;
- 3) opportunities for socializing and networking among members to enable peer support and community building.

**ARTICLE 3  
DIRECTORS**

**SECTION 1. NUMBER**

FCC-St. Louis shall have at least five(5) and no more than ten (10) directors and collectively they shall be known as the Board of Directors.

**SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in this state. Other qualifications for directors of FCC-St. Louis shall be as follows:

Directors must be members in good standing of FCC-St. Louis. Directors must have adopted, or be in the process of adopting, at least one child from China.

**SECTION 3. POWERS**

The activities and affairs of FCC-St. Louis shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors subject to the provisions of the laws of this state.

**SECTION 4. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of FCC-St. Louis;
- (c) Supervise all officers, agents and employees of FCC-St. Louis to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of FCC-St. Louis, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**SECTION 5. TERM OF OFFICE**

Each director shall hold office for a period of one (1) year and until his or her successor is elected and qualifies.

**SECTION 6. COMPENSATION**

Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at a location mutually agreed upon by the officers of FCC-St. Louis unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

**SECTION 8. REGULAR MEETINGS**

Regular meetings of directors shall be held at least nine (9) times per year, with notice of the meeting provided at least one (1) week in advance.

Voting for the election of directors shall be by acclamation at the first members' meeting of the year. Each member shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

**SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, the Vice-President, or by a majority of the members of FCC-St. Louis. Such meetings shall be held at a place designated by the person or persons calling the special meeting.

**SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. Notice of any regular meeting of the board of directors will be provided to the membership at least one (1) week in advance of the meeting.

(b) Special Meetings. At least one (1) week prior notice shall be given by the Secretary of FCC-St. Louis to each director of each special meeting of the board. Such notice may be oral or written, may

be given personally, by first class mail, by telephone, by electronic mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or e-mail notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four (24) hours of the first e-mail or facsimile transmission.

#### **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall consist of a simple majority of the members of the Board of Directors.

#### **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

#### **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the Board; in his or her absence, by the Vice President of the Board shall preside. The Secretary of FCC-St. Louis shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order.

#### **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving two (2) weeks' written notice to the President of the Board or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if FCC-St. Louis would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole

remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

**SECTION 15. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of FCC-St. Louis.

**SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of FCC-St. Louis shall be indemnified by FCC-St. Louis to the fullest extent permissible under the laws of this state.

**SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of FCC-St. Louis.

**ARTICLE 4  
OFFICERS**

**SECTION 1. DESIGNATION OF OFFICERS**

The officers of FCC-St. Louis shall be a President, a Vice President, a Secretary, and a Treasurer.

**SECTION 2. QUALIFICATIONS**

Any FCC-St. Louis member in good standing may serve as officer of FCC-St. Louis.

**SECTION 3. ELECTION AND TERM OF OFFICE**

Officers and other directors shall be elected by the members of FCC-St. Louis, generally at the Annual Meeting in each year. Each officer and board member may hold office for a term of one year and may be reelected to additional terms, not to exceed three (3) consecutive years in the same role. In addition, a Board member shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### **SECTION 4. REMOVAL AND RESIGNATION**

An officer may be removed, with cause, by the Board of Directors at any time by majority vote. Any officer may resign at any time by giving written notice to the Board of Directors or to the President. Any such resignation shall take effect two (2) weeks after the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### **SECTION 6. DUTIES OF PRESIDENT**

The President shall supervise and control the affairs of FCC-St. Louis and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and, if FCC-St. Louis has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of FCC-St. Louis, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at such place as the board may determine, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, the names of those present at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Serve as custodian of the records as authorized by law or the provisions of these Bylaws, to duly executed documents of FCC-St. Louis.

Ensure the organization accurately maintains a membership book or database containing the name and address of each and any members. In the case where any membership has been terminated, he or she shall record such fact in the membership book or database together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of FCC-St. Louis, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of FCC-St. Louis.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of FCC-St. Louis, and deposit all such funds in the name of FCC-St. Louis in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to FCC-St. Louis from any source whatsoever.

Disburse, or cause to be disbursed, the funds of FCC-St. Louis as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of FCC-St. Louis's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of FCC-St. Louis, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of FCC-St. Louis.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of incorporation of FCC-St. Louis, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. STANDING COMMITTEES**

The Board of Directors may designate standing committees to carry out duties on behalf of FCC-St. Louis's members. Standing committees include, but are not limited to:

Membership, Program, Communications, Outreach, Community Liaison

These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors may by resolution authorize any officer or agent of FCC-St. Louis to enter into any contract or execute and deliver any instrument in the name of and on behalf of FCC-St. Louis. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind FCC-St. Louis by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.



**SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of FCC-St. Louis shall be signed by the Treasurer.

**SECTION 3. DEPOSITS**

All funds of FCC-St. Louis shall be deposited from time to time to the credit of FCC-St. Louis in such banks, trust companies, or other depositories as the Board of Directors may select.

**SECTION 4. GIFTS**

The Board of Directors may accept on behalf of FCC-St. Louis any contribution, gift, bequest, or devise for the nonprofit purposes of FCC-St. Louis.

**ARTICLE 7  
CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The Secretary of FCC-St. Louis shall keep:

(a) Minutes of all meetings of directors, committees of the board, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) A copy of FCC-St. Louis's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of FCC-St. Louis at all reasonable times during office hours.

(c) A record of its members, indicating their names and addresses and the type of membership held by each member and the termination date of any membership; this function may be delegated to the chairperson of the Membership Committee.

The Treasurer of FCC-St. Louis shall keep:

(a) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

**SECTION 2. CORPORATE SEAL**

There is no corporate seal.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the right at any reasonable time to inspect and copy all books, records and documents of FCC-St. Louis as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of FCC-St. Louis, which demand shall state the purpose for which the inspection rights are requested.

(b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of FCC-St. Louis by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of FCC-St. Louis as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

### **SECTION 5. PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of FCC-St. Louis to be so prepared and delivered within the time limits set by law.

## **ARTICLE 8 IRC 501(C) (3) TAX EXEMPTION PROVISIONS**

### **SECTION 1. LIMITATIONS ON ACTIVITIES**

FCC-St. Louis shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code.

**SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of FCC-St. Louis shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons. FCC-St. Louis shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of FCC-St. Louis.

**SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of FCC-St. Louis, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE 9  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

**ARTICLE 10  
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of FCC-St. Louis, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of FCC-St. Louis filed with an office of this state and used to establish the legal existence of FCC-St. Louis.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of FCC-St. Louis, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of twelve (12) preceding pages, as the Bylaws of FCC-St. Louis.

Dated: \_\_\_\_\_

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Donna Coble, president

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Lynne Spina, vice president

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Laurie Lambros, secretary

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Marilyn Cook, treasurer