



**By-Laws
Of
Missouri STEM Initiative (MSI)**

Article 1 – Purposes and Restrictions

The name of the organization shall be Missouri STEM Initiative, hereinafter “MSI”. The purpose of MSI shall be to raise funds to be granted to education in order to promote and advance STEM education (Science, Technology, Engineering, Math), developing work skills, work training, interest and engagement within communities, as well as other charitable and educational purposes and all other legal powers permitted a nonprofit corporation within the laws of the State of Missouri, in order to enhance our workforce with readiness skills. MSI is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501C3 of the Internal Revenue Code. Funds will come from donations. Expenses of MSI shall not exceed 5% of its gross income.

Article 2 - Offices

The principal office of MSI shall be in Randolph County, Missouri.

Article 3 – Membership

MSI shall not have stockholders or members.

Article 4 – Nonprofit Status

MSI is incorporated in the state of Missouri as a General Not-For-Profit Corporation. It is intended for the corporation to be exempt from Federal Income Tax under Section 501C3 of the Internal Revenue Code, and contributions to it should be non-taxable.

Article 5 – Board of Directors

Section A - Management

The affairs of MSI shall be managed, supervised, and controlled by a self-perpetuating Board of Directors consisting of not less than three (3) board members elected by a majority of the Board in a manner specified in Section B hereof.

Section B – Term and Election of Board of Directors

For the purpose of staggering the directors terms of office, the Board of Directors shall divide the directors serving at the time of the adoption of these By-Laws, and any additional directors appointed at such time into three classes as equal in number as possible and shall appoint each such class to a term of three (3) years or less as follows: One class shall be appointed for a term of one (1) year, and one class for a term of two (2) years, and the final class for a term of three (3) years. Thereafter to become a director, a person shall be nominated by a director and elected by a majority vote of the Entire Board and shall serve a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such director’s death, resignation or removal. In the event of an



increase or decrease in the number of directors, additional directors may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of directors.

Section C – Qualifications of Directors

Each director shall be at least 18 years of age, a resident of Missouri and a US Citizen.

Section D – Newly Created Directorships and Vacancies, Removal, Resignation

The Board, at any meeting by majority vote may: nominate and elect board members to add or replace vacancies, remove any director for cause.

Section E – Resignation

Any director may resign from the Board at any time by giving written notice to the Board of Directors in writing. No resignations shall discharge any accrued obligation or duty of a director.

Section F – Meetings

MSI shall hold regular meetings at least quarterly with the annual meeting the 3rd Friday in January of each year to be in person at the principal office of MSI. Other meetings may be in person or electronic (via phone or video conference). The purpose of the annual meeting is to elect officers and Directors and transacting such other business as may come before the meeting.

Committees may be formed from time to time as needed and will report to the Board their findings.

Any action which is required to be or may be taken at a meeting of the Directors, or of any committee of the directors, may be taken without a meeting if consents in writing or email setting for the action to be taken, are signed by all the members of the Board or of the committee or documented electronically by email to the Secretary. The consent shall have the same force and effect as a unanimous vote at each meeting duly held and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee.

Section G – Notice

Notice of any annual or special meeting shall be given at least five days prior thereto by written notice delivered via email or calendar invite. Attendance by Directors is preferred, proxy for voting may be given to another director if absence is necessary.

Section H – Quorum

Two-thirds of the incumbent members of the Board of Directors (including one or more officers) shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section I – Manner of Acting

The acts of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws or any applicable laws of the State of Missouri.

Article 5 - Officers

Section A – Number and Election



The officers of MSI shall be a President, a Vice-President, a Secretary, and a Treasurer. The board may elect one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. All officers shall be elected at the annual meeting and serve a three-year term once classes have been established in Section B of Article 4.

President – The President shall be the chief executive officer of MSI. The President shall preside at all meetings of the Board of Directors, shall have the power to transact all of the usual, necessary and regular business of MSI as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds, and other evidences of indebtedness, leases, and other documents as shall be required by MSI; and, in general, the President shall perform all such other duties incident to the office of President and chief executive officer and such other duties as may from time to time be prescribed by the Board of Directors.

Vice President – The Vice President shall act as chief executive officer of MSI in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as from time to time be assigned by the Board of Directors.

Secretary – The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

Treasurer – The Treasurer shall have charge and custody of and be responsible for all funds of MSI, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner to give a true and accurate accounting of the financial transactions of MSI, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for Payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors or the President may from time to time determine.

Removal and Resignation – Any officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Article 7 – General Provisions

Section A – Fiscal Year

The Fiscal year of MSI shall be the calendar year.

Section B – Books and Records

MSI shall keep correct and complete books and records of the activities and transactions of MSI including a minutes book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, all



resolutions of the Board of Directors and all minutes of meetings of the Board of Directors and committees thereof.

Section C – Annual Returns

The entire Board shall review MSI's annual filing with the Internal Revenue Service prior to filing.

Section D – Electronic Signatures

Wherever a written instrument is required to be executed hereunder, an electron signature, to the extent permitted by applicable law shall be deemed to be a written signature.

Section E – Conflict of Interest

MSI shall prescribe to applicable laws as it relates to a conflict-of-interest transaction. In addition, no person who is a member of the Board of Directors, or his or her immediate family, shall be employed in any staff capacity with MSI except in emergency situations or staff shortages. Members of the Board or family members of the Board may work in a volunteer capacity for MSI.

Article 8 – Non-Discrimination

In all dealings, neither MSI nor its duly authorized agent shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap or any category protected by state or federal law.

Article 9 – Indemnification and Insurance

Section A – Indemnification

MSI shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person or such person's testator or intestate, was a director or officer of MSI, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees. No indemnification may be made to or on behalf of such person if (a) such person's acts were committed in bad faith or were the result of such persons active and deliberate dishonesty and were material to such action or proceeding or (b) such person personally gained in fact a financial profit or other advantage with such person was not legally entitled.

Section B – Insurance

MSI shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section A above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section A above.

Article 10 – Amendments

These bylaws may be amended by a majority vote of the Board of Directors. Any amendments must be in accordance with the procedures prescribed under Missouri law and approved by the appropriate state and federal authorities as required by law.



Article 11 – Dissolution

Upon dissolution of MSI, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501C3 of the Internal Revenue Code as the Board of Directors shall determine.

These Bylaws of MSI adopted _____, 2023

Secretary