

**BY-LAWS  
OF  
TURNER SYNDROME SUPPORT OF ST. LOUIS  
FOUNDATION**

**Adopted September 13, 2020**

## **ARTICLE I**

### **DESIGNATION**

The Name of this organization is Turner Syndrome Support of St. Louis Foundation (hereafter referred to as "Nonprofit"). Pursuant to the Missouri Nonprofit Corporation Act that took effect July 1, 1995, the Turner Syndrome Support of St. Louis Foundation shall be designated as a public benefit corporation. It is a Missouri nonprofit corporation, and a Section 501(c)(3) of the Internal Revenue Code, Tax Exempt Entity.

## **ARTICLE II**

### **PURPOSES AND AIMS**

This Nonprofit exists to:

- A)** Create awareness for Turner Syndrome.
- B)** Promote all the Turner Syndrome Clinics in St. Louis, Missouri.
- C)** Encourage building relationships among peers with Turner Syndrome.
- D)** Present opportunities for parents of girls with Turner Syndrome to connect.
- E)** Provide information, support and educational opportunities to anyone affected by Turner Syndrome in the St. Louis and surrounding areas.

## **ARTICLE III**

### **OFFICES**

The Nonprofit shall maintain its principal office in the State of Missouri in either the City or County of St. Louis, Missouri. The Nonprofit may also have offices and branch offices at such other places within and without the State of Missouri as the Board of Directors may from time to time designate and the business of the Nonprofit may require.

## **ARTICLE IV**

### **MEMBERS**

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

The membership of the Nonprofit shall be open to any person that supports the purpose statement in Article II.

#### **Section 2. Application for Membership**

Membership is granted after providing the Nonprofit with contact information, which may simply be an email address. The Board of Directors reserves the right to reject any applicant for any reason.

### **Section 3. Membership Dues**

There shall be no membership dues required.

### **Section 4. Member Meetings**

Oral, written or electronic notice shall be delivered or given to each Member no less than ten (10) days and no more than sixty (60) days before the date of any meeting; stating the place, date and time of the meeting and the reason for the meeting. An Annual Meeting of Members shall be held each May on a day designated by the Board of Directors.

### **Section 5. Voting**

All issues to be voted on shall be decided by a simple majority of the votes cast, electronically, in writing or in person. Each Member shall be entitled to one (1) vote upon each matter submitted to a vote.

### **Section 6. Resignation**

A Member may resign at any time. The resignation of a Member does not relieve the Member from any obligations the Member may have to the Nonprofit as a result of obligations incurred or commitments made prior to resignation.

### **Section 7. Expulsion**

A Member may be expelled from the Nonprofit by a majority affirmative vote by the entire Board of Directors for conduct prejudicial to the welfare of the Nonprofit or its Members. No Member may be expelled, suspended, or terminated except pursuant to a procedure which is fair and reasonable and is carried out in good faith.

A procedure is fair and reasonable when either:

- (1)** The Nonprofit sets forth a procedure which provides the Member in question:
  - a)** Not less than fifteen (15) days prior written notice of the expulsion, suspension or termination and the reasons therefore; and,
  - b)** An opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place; or,
- (2)** Taking into consideration all of the relevant facts and circumstances, the immediate removal of a Member in question is in the best interest of the Nonprofit.

Any written notice given by mail must be sent via first-class or certified mail to the last address of the Member shown on the Nonprofit's records. If the address is not known, notice may be delivered via email.

### **Section 8. Membership Lists**

Without consent from the Board of Directors, a membership list, or any part thereof, may not be obtained or used by any person for any purpose unrelated to a Member's interest as a Member.

## ARTICLE V

### BOARD OF DIRECTORS

#### Section 1. General Powers

The business, property and affairs of the Nonprofit shall be controlled and managed by its Board of Directors, including defining objectives and establishing policies.

#### Section 2. Number of Positions

The number of Board of Directors shall be up to nine (9) but, in no event shall there be less than three (3). The Board of Directors shall consist of a President, Secretary, Treasurer and up to six (6) Board-Member-At-Large positions.

#### Section 3. Elections and Terms of Office

The Annual Election shall be held each year at the Members Annual Meeting. In order to stagger the terms of the Board of Directors, the Members shall elect the President and three (3) Board-Member-At-Large positions in the odd numbered years, beginning 2021; and the Treasurer, Secretary and three (3) Board-Member-At-Large positions will be elected in the even numbered years, beginning 2022. The terms of the Board of Directors shall be for two (2) years. Unless otherwise specified by the Board of Directors when elected, the terms of office of the Board of Directors shall commence immediately following the election at the Members Annual Meeting and shall expire at the adjournment of the Members Annual Meeting held in the second year.

#### Section 4. Duties

Duties of the Board of Directors are as follows:

- (A) President:** The President shall supervise and control the business, property and affairs of the Nonprofit and shall preside at all meetings of the Members and of the Board of Directors.
- (B) Secretary:** The Secretary, with coordination of the President, shall make the arrangements for all meetings. The Secretary shall record all votes and record meeting Minutes. Meeting Minutes shall be posted electronically for all Board of Directors to access. The Secretary shall send or post notices of all meetings to the Board of Directors and Members; and, if necessary, shall take reservations for the meetings. The Secretary shall send out newsletters and announcements to the Members with the approval from the Board of Directors. The Secretary is responsible for maintaining and updating the website and Member lists. The Secretary is responsible for renewing any subscriptions incidental to the operation of the Nonprofit, which may include website, domain, and media renewals. The Secretary shall house the organizational documents of the Nonprofit. The Secretary shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the President.
- (C) Treasurer:** The Treasurer shall have control and custody of the funds and securities of the Nonprofit. The Treasurer shall keep and maintain in books and records, which may be electronic in nature, accurate accounts of receipts and disbursements. The Treasurer shall deposit all monies and valuable effects of the Nonprofit in the name of the Nonprofit in such

depositories as the Board of Directors designate. The Treasurer shall make disbursements of the funds and securities of the Nonprofit upon order of the Board of Directors. The Treasurer shall report at all Board of Directors Meetings the financial condition of the Nonprofit, and quarterly Financial Reports shall be posted electronically for all Board of Directors to access. The Treasurer is responsible for filing annual Income Tax documents and other required recurring and non-recurring government documents.

**(D) Board-Member-At-Large:** The Board-Member-At-Large will serve the Board of Director's strategic needs as determined by the President at any given time. The Board-Member-At-Large may have various responsibilities and projects – short or long-term – during their elected term.

### **Section 5. Vacancies**

In case of the death or resignation or disqualification of one (1) or more of the Members of the Board, the remaining Board of Directors may, by majority vote of the Board of Directors, choose a Member or Member of the Board to fill such vacancy or vacancies to complete the term of the vacated Board of Director position(s).

### **Section 6. Resignation**

A Member of the Board may resign at any time by delivering written notice to the Board of Directors, the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

### **Section 7. Removal**

Any Member of the Board may be removed at any time, with or without cause, by a majority vote of the entire Board of Directors. The Members may, without cause, by a simple majority of votes received, remove one or more Members of the Board.

Absence from three (3) consecutive Board of Directors Meetings without being excused by the President may constitute, at the Board of Director's discretion, resignation from the Board of Directors.

### **Section 8. Compensation**

The Board of Directors receives no compensation.

### **Section 9. Quorum**

Forty percent (40%) of the members of the Board of Directors, shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, and the act of the majority of such quorum present at any such meeting shall be the act of the Board of Directors.

### **Section 10. Meetings**

Regular Board of Director Meetings shall be held in February, April, June, August, October and December.

In addition to the Regular Meetings, Special Meetings of the Board of Directors may be called when determined necessary by the President or a majority of the Board of Directors.

Any Board of Director Meeting thereof may be called by giving two (2) days oral, written or electronic notice of the time, date, place and purpose of the meeting to the Board of Directors.

All meetings of the Board of Directors may be conducted utilizing electronic communications whereby all persons participating in the meeting can understand each other. Participation by a Member of the Board via electronic communication in such a meeting shall constitute presence in person at the meeting.

### **Section 11. Action Without a Meeting**

Any action required to be taken by the Board of Directors may be taken without a meeting provided that the matter to be considered is provided in person or electronically to all Members of the Board at least two (2) days prior to when the matter is to be considered. Approval of any action to be taken by the Board of Directors without a meeting shall require a simple majority vote of the Board of Directors.

### **Section 12. Conflict of Interest**

A conflict of interest transaction is a transaction with the Nonprofit in which a Member of the Board has a material interest. A transaction in which a Member of the Board has a conflict of interest may be approved if the material facts of the transaction and the Member of the Board's interest are disclosed, and the Board of Directors or committee of the Board authorizes, approves, or ratifies the transaction. The Member of the Board who has the conflict may not vote on issues regarding the conflict.

## **ARTICLE VI**

### **COMMITTEES**

#### **Section 1. Committee Formation**

The Board of Directors may create as many Committees as needed by a majority vote of the Board of Directors to serve the satisfaction of the Board of Directors. The President shall appoint all Committee Chairmen.

#### **Section 2. Meeting of the Committees**

A majority of the Committee shall constitute a quorum for the transaction of business. The Committee may determine the time and place for its meetings, the notice necessary therefore and its rules of procedure. The number of Members serving on any Committee is at the discretion of the President. Between meetings of the Board of Directors, the Committee shall possess and may exercise any and all powers of the Board of Directors in the management of the business and affairs of the Nonprofit, to the extent authorized by resolution adopted by a majority vote of the entire Board of Directors. The Committee shall keep a complete record of its activities and regularly report them to the Board of Directors at every Board of Directors Meeting thereof. All action taken by the Committee shall be subject to revision, alteration or change by the Board of Directors, provided that rights of third persons shall not be affected thereby.

## **ARTICLE VII**

### **FISCAL YEAR**

The fiscal year of the Nonprofit shall be for such period of twelve (12) months beginning January 1<sup>st</sup> to December 31<sup>st</sup>, or as the Board of Directors shall determine.

## **ARTICLE VIII**

### **CONTRACTS, LOANS, CHECKS, DEPOSITS**

#### **Section 1. Contracts**

The Board of Directors may authorize any Member of the Board or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Nonprofit, and such authority may be general or confined to specific instances.

#### **Section 2. Loans**

No loans shall be contracted on behalf of the Nonprofit and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### **Section 3. Checks and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Nonprofit, shall be signed by such Member of the Board, agent or agents of the Nonprofit and in such manner as shall be determined by resolution of the Board of Directors. The President, Secretary and Treasurer shall be authorized to sign checks no later than 30 days after each election. Officers leaving the Board of Directors shall have their names removed from the approved authorization list/form. With approval from the Board of Directors, the Treasurer may set up any and all electronic transaction platforms in which the Board of Directors deems necessary, provided the President and/or Secretary have access to the electronic accounts.

#### **Section 4. Deposits**

All funds of the Nonprofit not otherwise employed shall be deposited from time to time to the credit of the Nonprofit in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE IX**

### **EXEMPT ACTIVITIES**

Exempt activities notwithstanding any other provision of these By-Laws, no Member of the Board or representative of this Nonprofit shall take any action or carry on any activity by or on behalf of the Nonprofit not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

## **ARTICLE X**

### **AMENDMENTS**

By-Laws may be altered, amended or repealed, and new By-Laws adopted at any meeting of the Board of Directors provided written notice of the meeting has been given to the Members of the Board at least ten (10) days prior to the meeting at which such action is to be considered. A majority vote of the Board of Directors voting, in person or by electronic communication, shall be necessary in order to effect such changes. Any new or amended By-Laws shall become effective upon approval.

## **ARTICLE XI**

### **INDEMNIFICATION**

Each Member of the Board or former Member of the Board of this Nonprofit, shall be indemnified by this Nonprofit against liabilities, expenses, counsel fees, and costs reasonably incurred by him or her or his or her estate in connection with, or arising out of, any action, suit, proceeding, or claim in which he or she is made party by reason of being or having been such Member of the Board; provided that the Nonprofit shall not indemnify such Member of the Board with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his or her duties as such Member of the Board. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action suit, proceeding, or claim asserted against such Member of the Board (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Directors shall first have approved such proposed compromise settlement. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such Member of the Board may be lawfully entitled. This indemnification may be accomplished by Directors and Officers Liability Insurance, the premium for which will be shared equally by Directors and Officers.

  
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Amy Zambrano, Secretary

September 13, 2020  
Date