

“Mid-Missouri Center Project, Inc.”  
d.b.a. “The Center Project”  
Bylaws

Adopted June 16, 2005

Amended:

June 27, 2007

June 24, 2008

July 13, 2012

August 4, 2021

January 3, 2024

June 3, 2024

August 7, 2024

**Bylaws of the “Mid-Missouri Center Project, Inc.” d.b.a. “The Center Project”**

Article I: Name

The name of the Corporation shall be the Mid-Missouri Center Project, Inc. It shall incorporate under Missouri statutes for not-for-profit corporations.

Article II: Purpose

The Mid-Missouri Center Project strives to encourage respect, safety, inclusion, and compassion among people of all sexual orientations and/or identities. The Center Project exists to foster greater understanding, visibility, support, and appreciation of the lesbian, gay, bisexual, transgender, queer, questioning, and ally community in Mid-Missouri. The Center Project promotes unity by providing educational outreach, community activities, a resource center, and a variety of support services. Said corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III: Board of Directors

- A. The affairs of the corporation shall be managed, supervised, and controlled by a Board of Directors (“The Board”) consisting of not less than five (5) and no more than fourteen (14) people. A resolution to increase or decrease the size of the board shall require a 2/3 vote of the voting power of the current Board. A decrease in the number of board members shall not shorten an incumbent board member’s current term. In the event of more board members than currently allowed by this section, current board members will be asked to volunteer resignation. If no board members volunteer the Executive Board shall make recommendations.
- B. Board members shall serve for two (2) year terms which coincide with the fiscal year.
- C. The Board shall determine the policies and procedures of the corporation subject to the constraints of the Articles of Incorporation, these bylaws, Missouri statutes, and Federal regulations. The Board shall perform, delegate, or contract whatever duties are necessary to fulfill the purposes of the corporation.
- D. The Board shall have the authority to determine the need, duties, salaries, benefits and responsibilities of employees, if any. The Board shall hire, promote, demote, and terminate any employees as deemed necessary.
- E. The Board may, by a two-thirds (2/3) majority of board members, remove a board member for just cause. Reasons for removal include but are not limited to: financial impropriety, conflict of interest, involvement in activities that could place the corporation at legal risk, or violation of the non-discrimination policy.
- F. Absence from three (3) consecutive board meetings, without excuse, is equivalent to resignation from the board. The Secretary shall confirm absences and shall provide notice to The Board in writing.
- G. Resignation of board members shall be in writing to the President. In the case of the President, it shall be in writing to The Board.
- H. Shall a vacancy occur, a two-thirds (2/3) majority of current board members may vote to fill said vacancy. Newly elected board members have full voting power. Newly elected board members shall serve a term until the end of the current fiscal year. At the end of that term The Board shall then determine whether to elect that person to a full two year term.
- I. Upon resignation or removal of a board member they shall immediately relinquish all materials related to their position on The Board. This includes, but is not limited to, any physical/electronic documents, passwords/access codes to any non-Google or Facebook managed programs, and keys to all buildings. The

President or designee shall immediately revoke/remove access to all programs.

#### Article IV: Board Meetings

- A. There shall be no fewer than six (6) meetings of the Board during the year, with dates and times set by The Board. Notice of the time and place of regular board meetings will be given at least three (3) weeks in advance. The Board can act without a meeting if  $\frac{2}{3}$  board members consent to the action. Documentation of this consent shall be maintained and voted upon at the next board meeting.
- B. A proposed agenda shall be developed by the President and sent to all board members at least one (1) week prior to the meeting.
- C. The President or any two (2) board members may call a special meeting of the Board by giving at least two (2) days notice by mail, e-mail, or telephone. The notice shall contain the reason and agenda for the special meeting. Special meetings shall be reserved only for those issues that must be dealt with before the next scheduled board meeting.
- D. Two-thirds ( $\frac{2}{3}$ ) of current board members shall constitute a quorum for the transaction of business at any board meeting, unless a larger number is specified. If a quorum is not present no items requiring a vote shall be discussed.
- E. Board members may vote by proxy. A proxy designation must be made in writing or by e-mail or text message. When possible, board members should submit their votes to the Secretary prior to the meeting. Proxy designations will count toward a quorum requirement.
- F. The act of the majority of the members or their proxies present and voting at a meeting of The Board at which a quorum is present shall be the act of The Board unless a greater number is required under the Articles of Incorporation, these bylaws, Missouri statutes, or federal regulations.

#### Article V: Executive Board

- A. The Executive Board shall consist of: President, Vice-President, Secretary, and Treasurer. Executive Board positions are to be held for one (1) year terms, not exceeding a three (3) year term limit.
- B. The Board shall take nominations for all Executive Board positions and elect a President, Vice President, Secretary, and Treasurer at the second board meeting of each fiscal year. Nominations should be received by the Secretary at least 48 hours in advance of the board meeting where elections will take place. A board member may self-nominate for any position. Executive Board members shall be elected by an affirmative vote via written ballot (if there are more than 2 prospective board members running for a position) or by show of hands (if there is only 1 board member running for a position). In order to accept a nomination for President, an individual must have been a board member for one year.
- C. The President shall have the following responsibilities:
  - a. Preside over all meetings of The Board unless otherwise specified.
  - b. Serve as an ex-officio officer of all committees.
  - c. Oversee the day-to-day operations of the corporation subject to the direction of the Board.
  - d. Provide consultation about the goals and activities of the corporation.
  - e. Write and distribute a newsletter to all volunteers and community members at least bi-monthly.
  - f. Develop yearly budget in conjunction with Treasurer.
  - g. Other duties and authority as are usual to this office, and those that may be delegated by the Board.
- D. The Vice President shall have the following responsibilities:
  - a. Assume the titles, duties and all obligations of the President in the event of a disability, absence, or resignation/removal of the President.

- b. Other duties and authority as are usual to this office and those that may be delegated by the President or the Board.
- E. The Secretary shall have the following responsibilities:
- a. Act as the custodian of records and make such records publicly available as required by board policy, Missouri statutes, and Federal regulations.
  - b. Keep a record of attendance and the minutes of all Board meetings.
  - c. Maintain record of community member contact information.
  - d. File the annual corporate registration report.
  - e. Other duties and authority as are usual to the office, and those that may be delegated by the President or the Board.
- F. The Treasurer shall have the following responsibilities:
- a. Ensure that accurate and complete corporate financial records are maintained according to generally accepted accounting practices.
  - b. Prepare and present a financial report at each Board meeting.
  - c. Develop yearly budget in conjunction with President.
  - d. Ensure timely and accurate IRS filings.
  - e. Furnish financial statements as required by Missouri statutes and Federal regulations.
  - f. Chair the Finance Committee.
  - g. Other duties and authority as are usual to the office, and those that may be delegated by the President or the Board.
- G. The Executive Board may meet in closed session without consent or notification of The Board. Minutes of these meetings shall be maintained but do not need to be part of the public record. Results of Executive Board meetings shall be shared with The Board at the next meeting.

#### Article VI: Committees

- A. The Board may create or dissolve regular or special project committees. The purpose, chair, and budget (if applicable) of the committee shall be specified at the time of the committee's creation. The Board may amend the committee purpose or budget as necessary.
- B. The Board may appoint or remove the committee chair and make recommendations about committee membership and size. Committee chairs must be a board member. The Board may take action to dissolve any committee or take any other such action as the board shall deem necessary.
- C. The President shall be an ex-officio member of all committees.
- D. Committee meetings may be called by the committee chair or the President. Committee members shall be given five (5) days notice of any meeting. Committees shall meet as often as necessary to conduct their business. The committee chair, or their designate, shall keep brief minutes of committee meetings to be submitted to the Secretary, and submit a committee report to The Board at each regular board meeting.
- E. Two-thirds (2/3) of the incumbent committee members shall constitute a quorum for the transaction of business at any meeting of the committee. Less than a quorum calls for an adjournment of the meeting to a fixed time and place with notice to all committee members.
- F. The act of the majority of the committee members present and voting at a meeting of the committee at which a quorum is present shall be the act of the committee unless a greater number is required under the Articles of Incorporation, these bylaws, the Board, Missouri statutes, or Federal regulations.
- G. Committees shall not involve themselves or, by association, the corporation, in any activity which is deleterious to the general aims and purposes of the corporation. If this provision is violated the committee shall immediately be dissolved. Any board member(s) on the committee shall face possible removal from the board pursuant to Article III, section E. Any volunteers shall be removed from the volunteer roster and

no longer allowed to participate in planning of any events for the organization. In the case of a paid employee, violation will result in immediate termination of employment.

- H. Committees must obtain approval of The Board prior to raising money or otherwise obtaining funding for their activities. Funds shall be immediately delivered to the Treasurer for deposit. Funds shall be disbursed for expenses in a manner consistent with 501(c)3 regulations.

#### Article VII: General Meeting Protocols

- A. All meetings of the corporation shall be open to the public, unless the Board or committee decides to close a meeting for confidentiality purposes. Such reasons include but are not limited to discussion of personnel issues or contract negotiations. If any meeting is moved to a closed session it must return to an open session prior to adjourning. Minutes from closed meetings must be recorded but do not need to be made public.
- B. Any community member may request to be on the agenda of a Board or committee meeting. These requests will be granted if possible and practical.
- C. Robert's Rules of Order Revised shall govern all meetings in all cases in which they are applicable and in which they are not in conflict with the Articles of Incorporation, these bylaws, Board policies, Missouri statutes, or Federal regulations unless the Board or committee votes otherwise.

#### Article VIII: Facility

- A. The organization shall maintain the property at 805 Fairview Avenue in such a manner so that it is readily available and accessible for all people. This includes keeping it free and clear of trash/debris, maintaining walkways, and repairing infrastructure as needed.
- B. The organization shall maintain a separate fund to be used exclusively for facility related expenses (maintenance, utilities, mortgage, etc). This fund shall always carry a balance of at least \$2,000.
- C. The Board shall create a Facilities Committee, whose chief purpose is the maintenance and accessibility of the organization's facilities, including proposal of an annual budget for building maintenance for approval by the Board. The Board may accept, reject or modify the proposed budget or operating procedures. The Facilities Coordinator shall be the chair of the Facilities Committee.

#### Article IX: Contracts, Expenditures and Deposits

- A. All contracts must be signed by the President with the approval of the Board. The Board may authorize board members or agents to enter into any contract or execute and deliver any instrument as determined by the Board. Such authority may be general or confined to specific instances. Specifics of the authorization shall be provided in writing and signed by the President. This document shall be saved in electronic form. Each case shall have a set expiration date to be determined by The Board.
- B. All checks, drafts, or orders for payment shall be approved and signed by the Treasurer, President, or any other person with signatory ability on any checking account. Additional signatory abilities shall be authorized by The Board.
- C. All funds of the corporation shall be deposited by the Treasurer in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

#### Article X: Space Usage

- A. Any organization or group can request use of organization space as long as their group aligns with the mission and vision of the organization. Approval of each request shall be by vote of the Board.

- B. Any organization or group that is sponsored by the organization must sign a Program Coordination & Space Use Agreement (“PCSUA”) in order to use the space. The PCSUA must be signed by the program coordinators of the organization or group and the President of the Board. A copy will be provided to the organization and stored in electronic format. PCSUAs shall last one (1) year.
- C. Any partner organization or group, which is not sponsored by the organization, must sign a memorandum of understanding (“MOU”) in order to be granted access to the space. The MOU must be signed by the leader or designee of the requesting organization or group and the President of the Board. A copy will be provided to the organization and stored in electronic format. MOUs shall last one (1) year.
- D. No organization shall be required to pay for space usage nor shall ability to pay be used in the decision making process.
- E. Any organization found to be in violation of any applicable section of these bylaws or their PCSUA/MOU shall have their agreement voided and access rights to space removed. A partner organization whose MOU is voided shall not be allowed to request access for a period of no less than one (1) year unless otherwise stated by the Board.
- F. A copy of a blank PCSUA and MOU shall be included in the Policy Handbook..

#### Article XI: Conflict of Interest

- A. In addition to the requirements of RSMO §355.416, all board members have an affirmative obligation to inform the Board of any transaction in which the board member has a material interest prior to any action being taken on that transaction and to refrain from voting on such transaction. A board member is considered to have a “material interest” in a business transaction if s/he has financial or personal interest in a transaction, has a substantial personal or financial interest in any organization involved in the proposed transaction, holds a position as trustee, director, general manager, employee or principal officer in any such organization that would directly benefit from such transaction.
- B. The corporation shall not engage in any excess benefit transaction in which an economic benefit is provided, directly or indirectly, to or for the use of any disqualified person and the value of any economic benefit provided by the organization exceeds the value of the consideration (including the performance of services) received for providing such benefit. A disqualified person is any person, with respect to any transaction, in a position to exercise substantial influence over the affairs of the corporation at any time during a five-year period ending on the date of the transaction.
- C. Each board member must sign an annual Conflict of Interest Disclosure Statement and agree to follow procedures as defined by board resolution. Conflict of Interest Disclosure Statements shall be submitted to and maintained by the Secretary, and shall be available by request.
- D. Board members shall not receive compensation for the performance of their duties. The corporation shall make no personal loan to any board member, employee, volunteer, or any other person(s).
- E. A copy of the Conflict of Interest Policy & Disclosure Statement shall be included in the Policy Handbook.
- F. The Board may adopt further policies as deemed necessary to avoid conflicts of interest.

#### Article XII: Grievance Policy & Procedure

- A. Community members, volunteers, board members, and paid employees may submit a grievance for review to the Board of Directors. A grievance is defined as a formal statement of complaint against an organizational policy, procedure, board decision, or treatment of a volunteer or board member.
- B. Grievances should be submitted in writing to the Executive Board, except when the grievance pertains to an

Executive Board member, in which case the grievance should be submitted directly to the Board President. If the grievance pertains to the Board President, it should be submitted to the Vice President.

- C. The Executive Board will review the grievance and present it to the Board of Directors for consideration. All grievances will be responded to in a timely manner.
- D. All grievances will be reviewed with consideration to applicable laws, ethics, and values of The Center Project.
- E. No volunteer, board member, or paid employee will suffer retaliation for the good faith use of this Grievance Policy, regardless of outcome.
- F. An outlined Grievance Policy shall be included in the Policy Handbook.

#### Article XIII: Indemnification

The corporation will provide for indemnification of any and all current and former board members, employees, and volunteers against expenses actually and necessarily incurred by them in connection with the defense of any action, claim, suit, or proceeding in which they or any of them are made a party to via their association with the corporation. This clause or any indemnification shall not be effective if it would have the effect of increasing potential for liability of the corporation pursuant to any local, State, or Federal regulation. The corporation will purchase directors and officers insurance as provided by Missouri law.

#### Article XIV: Fiscal Year, Audit and Budget Procedures

- A. The fiscal year shall begin on July 1 and end on June 30.
- B. The Board must approve a budget at the June meeting prior to the beginning of the next fiscal year.
- C. The Board shall create a Finance Committee, whose chief purpose is the development of an annual budget and propose financial operating procedures for approval by the Board. The Board may accept, reject or modify the proposed budget or operating procedures. The Treasurer shall be the chair of the Finance Committee.
- D. The Board may order an outside, independent audit of the financial records at any board meeting. The Board shall also cooperate with any ordered audit of its financial records in a timely manner.

#### Article XV: Dissolution Clause

- A. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### Article XVI: Non-Discrimination Policy

- A. The Center Project is committed to equitable opportunities and diverse representation in all of its programs and activities. TCP does not and shall not discriminate on the basis of race, ethnicity, sex, sexuality, gender, gender identity or expression, age, religion, national origin, citizenship, native language, disability, marital status, or military status, or any other protected category, status or identity. This includes, but is not limited to, the appointment to and termination from its Board of Directors, hiring and firing of staff or contractors, selection of volunteers, selection of vendors, and the provision of services and resources.
- B. The Center Project strives to create an accessible and inclusive environment for those with disabilities. We are strongly committed to improving accessibility of our space and events, as well as providing reasonable accommodations to applicants, employees, volunteers, and program participants upon request.

Article XVII: Amendments to Bylaws

- A. The Board may propose amendments to these bylaws or the Articles of Incorporation. Amendments must be approved by a two-thirds (2/3) majority vote of all board members and all board members must be present. In this case, voting by proxy is not allowed.
- B. No amendment shall be made to these bylaws or the Articles of Incorporation which would cause the corporation to lose its tax-exempt status under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Article XVIII: Adoption

The above bylaws, including revisions, are hereby adopted and made immediately effective by affirmative vote. This vote is confirmed by the undersigned current President this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
President, Board of Directors