

**Bylaws of the
American Civil Liberties Union of Missouri Foundation**

3601 Main Street, Kansas City, MO 64111
906 Olive Street, Suite 1130, St. Louis, MO 63101

**SECTION I: NAME, MISSION, AFFILIATIONS, JURISDICTION, OFFICES,
CORPORATE STRUCTURE AND MEMBERSHIP**

- A. NAME.** The name of this organization is the American Civil Liberties Union of Missouri Foundation (hereinafter referred to as the “Foundation” or “ACLU of Missouri Foundation”).

- B. MISSION:** The Foundation defends civil liberties and principles of equality and justice in Missouri through legal advocacy, litigation, and public education programs.

- C. AFFILIATIONS.** The Foundation is related to the American Civil Liberties Union of Missouri (hereinafter referred to as the “Union” or “ACLU of Missouri”), which engages in legislative advocacy, lobbying, and political campaign activities. The Union and Foundation are affiliates of the American Civil Liberties Union, Inc. and the American Civil Liberties Foundation (hereinafter referred to together as the “National ACLU”) in the state of Missouri, retaining, however, full independence of action.

- D. JURISDICTION.** The geographical jurisdiction of the Foundation will be the State of Missouri.

- E. OFFICES.** The principal offices shall be in Kansas City and St. Louis, Missouri, or as otherwise determined from time to time by the Board of Directors of the Foundation (the “Board.”).

- F. CORPORATE STRUCTURE.** The Foundation is a non-profit organization operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code. Contributions to the Foundation are tax-deductible. Contributions to the Foundation do not make one a member of the Union or the National ACLU.

- G. CHAPTERS.** Chapters are programmatic units which may be created to advance the Foundation’s work in communities and enhance its state-wide presence. They are organized upon approval of the Foundation’s Executive Director and the Board of Directors and act under supervision of the Executive Director.

SECTION II: GOVERNANCE

A. BOARD OF DIRECTORS. The Board of Directors of the Foundation (the “Board”) shall be selected as follows. On adoption of these revised Bylaws by the Board of Directors of the Foundation, the existing members of the Union Board of Directors shall serve as the Board, and shall govern the affairs of the Foundation. As a new Director is elected or otherwise appointed to the Board of Directors of the Union, such person shall be deemed appointed to the Board. As the term of a member of the Union’s Board expires or such person resigns, or for any other reason is removed from the Union’s Board, such person shall be deemed to have resigned from the Board. The Board is responsible for overall policy and direction of the Foundation, and delegates responsibility of day-to-day operations to the Officers, staff, and committees of the Foundation. For the avoidance of doubt, the Executive Director shall be an ex officio member of the Board and all committees formed by the Board, without voting rights, at any Board or committee meeting.

B. BOARD MEETINGS.

- 1. Schedule.** The Board shall meet at least once each year and at such other times as may be fixed as a regularly scheduled meeting during a year, as established by the Board on or before the start of such year.
- 2. Other Meetings.** Additional meetings of the Board may be called at the discretion of either the Board or the President. However, if three (3) or more Board members submit a statement requesting such a meeting, and stating the purpose or purposes of such a meeting, then the President shall promptly call such a meeting. The only business that may be transacted at such a requested meeting shall be that stated in the request and noted in the call of such meeting.
- 3. Notice of Meetings.** Written notice of any Board meeting shall include a proposed agenda and be delivered to each member of the Board at least seven (7) days in advance. Notice may be delivered by mail, by email, by posting on the Foundation’s website with email notice, or by other electronic means.
- 4. Location.** A Board meeting may take place in more than one location. For example, a Board meeting may simultaneously be held in the Kansas City and St. Louis offices with the offices connected via electronic means. At least once a year, the entire Board shall meet in person at a location designated by the President.
- 5. Quorum.** A quorum shall consist of a majority of all Directors currently on the Board, at least one of whom shall be an Officer.

6. **Chair.** The President or, in the President's absence, another Officer designated by the President, shall chair the Board meetings. If no Officer was designated by the President, the Directors present at the meeting shall choose an Officer to chair the meeting.
7. **Voting.** All decisions of the Board shall be made by majority vote of those present. Board members who are not present at a meeting (in person or electronically) may not vote by proxy.
8. **Participation in Meetings by Electronic Means.** A Director may participate in a Board meeting through use of electronic means such as conference telephone or video, so long as those participating in the meeting can communicate effectively and substantially concurrently with others in the meeting.
9. **Action Without a Meeting.** Any action required or permitted to be taken at a Board meeting (including amendment of these Bylaws) may be taken without a meeting if all Directors unanimously consent in writing to taking the action without a meeting and if all Directors unanimously consent to approving the specific action. "In writing" shall include communications via email or other electronic means. Such consents shall have the same force and effect as a unanimous vote of the Board.
10. **Open Meetings.** All Board meetings shall be open to all Union members. The Chair may set parameters for the participation of members of the Union who are not Directors of the Foundation. Only Directors may vote in Board meetings. Members of the Union who are not Directors may be excluded from Board meetings upon discussion of (a) personnel matters, (b) confidential litigation matters, or (c) any other matter if two-thirds or more of Directors present vote to exclude members who are not Directors from the discussion of the matter. The Board shall limit such confidential portions of its meetings, sometimes referred to as "executive sessions," to the specific business which requires such confidential treatment, and otherwise to the maximum extent feasible conduct all proceedings of the Board on an open basis.
11. **Procedural Rules.** All Board meetings shall be run in general accordance with the customary parliamentary procedures of the Board, subject to any modification approved by the Board in its sole discretion.
12. **Attendance.** Attending the Board's meetings is an important part of a Director's service. A Director who will miss a Board meeting shall notify the President of the reasons for the absence. The President will determine whether the absence shall be considered excused or non-excused and have the Secretary make a record of this in the minutes of the meeting. If a Director has unexcused absences from two out of

any four consecutive Board meetings, the Director's position on the Board will be terminated upon notification by the President. A Director who is terminated for unexcused absences may petition and show good cause to be reinstated as a Director. The petition should be submitted to the chair of the Governance Committee, and the petition will be presented to the Board and may be granted by majority vote of the Board.

- 13. Personal Liability.** The Directors and Officers of the Foundation shall not be personally liable for any debt, liability or obligation of the Foundation.

C. OFFICERS

- 1. Designation and Number.** The Directors shall elect the officers of the Foundation, all of whom shall be current Board members. The officers of the Foundation shall consist of a President, a President Elect, a Secretary, a Treasurer, a National Board Representative, an Affiliate Equity Officer, and an Executive Director. The Board may also elect such other officers, including, but not limited to, one or more additional Vice-Presidents or Assistant Treasurers, as the Board may determine from time to time, and which other additional officers may or may not be Board members, as determined by the Board.

- a) No person shall hold more than one office at a time except as otherwise expressly permitted under these bylaws.
- b) The President shall serve for a term of two years, and the election of the President will occur one year before that term begins so that the elected person can serve as President Elect during a one-year term preceding the start of that person's term as President, except in cases where no President is serving due to death, resignation or other unforeseen circumstances. During the year as President Elect, this officer will assist and learn from the President and prepare for the transition to becoming President. If the President Elect is required to assume the office of President before expiration of the scheduled one-year term as President Elect because of unforeseen circumstances, this officer will remain as President until expiration of the originally scheduled two-year term for such office. In the event of a vacancy in the offices of both the President and President Elect due to death, resignation, or other unforeseen circumstance, the offices of President and President Elect will be filled by members of the Board and elected by the Board, notwithstanding any of the term limit provisions of these Bylaws to the contrary. If this procedure is not feasible, the Governance Committee shall meet and nominate an interim

President and interim President Elect, and within 10 days, present those nominations to the Board for election of interim President and President Elect. A person shall not serve consecutive terms as President, but may serve multiple non-consecutive terms as President.

- c) The Secretary and Treasurer shall each serve for a term of two years and shall be eligible for re-election for a second term, for a total of four consecutive years of service.
- d) The National Board Representative will serve a three-year term and may serve up to three consecutive terms as National Board Representative, or a total of nine (9) consecutive years. The National Board Representative cannot simultaneously serve as President or other Officer, but (subject to the nine consecutive year limitation on Board service) may serve simultaneously as President Elect.
- e) The Affiliate Equity Officer will serve a term of two years, and may serve up to a total of four consecutive years as Affiliate Equity Officer. The Affiliate Equity Officer may simultaneously hold other Officer positions, except that the President cannot be the Affiliate Equity Officer.
- f) The Board shall employ an Executive Director for such period of time and subject to such other terms and conditions as may be determined by the Board in its sole discretion.
- g) No person shall serve more than four consecutive years in any one office, and no person shall serve more than six consecutive years as an officer; provided, however, that (i) the National Board Representative may serve up to a total of nine (9) consecutive years as a member of the Board while serving as the National Board Representative, and (ii) the Executive Director may serve indefinitely, at the sole discretion of the Board.

2. Duties of Officers:

- a) President. The President shall lead and oversee the Board's operation and activities. The President shall preside at all meetings of the Board; sign such papers as may be required by his/her office or as may be directed by the Board, and make reports and recommendations to the Board at any regular or special meeting concerning the work and affairs of the Foundation. The President may request from the Executive Director, Treasurer, and Secretary such reports as in his/her

judgment are necessary; request from other Directors and Committee members such reports as in his/her judgment are necessary; and perform such other duties as may be incidental to the office. The President shall appoint members of all committees of the Board, subject to the approval of the Board with respect to each such appointment. The President also shall be a non-voting ex-officio member of all such committees.

- b) President-Elect:** The President Elect will assist and learn from the President and prepare for the transition to becoming President.
- c) Secretary.** The Secretary shall keep, or cause to be kept, a record of the proceedings at all meetings of the Board; issue notices of all meetings; keep a roll of the attendance of the Directors at all meetings of the Board; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President. Upon the expiration of his or her term of office, the Secretary shall deliver all papers, records, and other property of the Foundation in the Secretary's possession to his or her successor.
- d) Treasurer.** The Treasurer shall chair the Finance Committee. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; safely keep, or cause to be kept, all monies of the Foundation; receive and give, or case to be received and given, all receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board or the President. At the first meeting of the Board of each fiscal year, the Treasurer shall submit a comprehensive financial statement of the Foundation for the fiscal year last past. The Treasurer shall also report on the financial condition of the Foundation at each Regular Meeting of the Board, and shall make a similar report at any special meeting of the Board when so directed by the Director or Directors authorized to call such special meeting. Upon the expiration of his or her

term of office, the Treasurer shall deliver all papers, books, monies, records, securities and other property of the Foundation in the Treasurer's possession to his or her successor.

- e) Executive Director: The Executive Director shall be responsible for implementation of the Board's policies and procedures and the general administration and operation of the Foundation. The Executive Director shall be responsible for the management of the day-to-days affairs of the Foundation and shall be authorized to sign leases, transfers, contracts, bonds, notes, drafts, and all forms of payment as are approved by the Board, and to employ such other staff and contractors as are reasonably necessary.
 - f) National Board Representative. The National Board Representative shall serve as the representative of the Foundation to the ACLU National Board.
 - g) Affiliate Equity Officer. The Affiliate Equity Officer will work with the President and Executive Director to ensure that the Foundation's actions, including those of staff and the Board, are consistent with the Foundation's equity and inclusion policies as well as those of the National ACLU.
3. Removal. Any Officer may be removed by a majority vote of the Directors, with or without cause. Such Officer shall only be removed at any regular meeting or any special meeting of the Board called in accordance with these Bylaws. Removal of an Officer who is also a Director does not constitute such individual's removal as a Director.
4. Resignation. Any Officer may resign at any time by giving written notice to the Board, 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.
5. Vacancies. In the event of a vacancy in any office (other than the offices of the President and President Elect, which are governed by the provisions of Section II.C.1.b above), any vacant office will be filled by members of the Board and elected by the Board, subject to the term limit provisions of these Bylaws for officers (Section II.C.1.g).

SECTION III: COMMITTEES

A. COMMITTEES

1. **Appointments.** The President, in consultation with the Executive Director, shall appoint the chairs and members of the committees, subject to the approval of the Board of Directors with respect to each individual appointment. A committee may have one chair or multiple co-chairs. Such an appointment may be for a specific tenure or an indefinite period of time.
2. **Composition of Committees.** Directors may be appointed to serve on committees, and the chair of a committee must be a Director. Members of the Foundation who are not Directors also may be appointed to serve on committees.
3. **Term.** There shall be no term limits on the existence of any committee except as otherwise provided in these Bylaws or by resolution of the Board.
4. **Committee Meetings.** Committee members may participate in committee meetings through use of electronic means such as conference telephone or video, so long as those participating in the meeting can communicate effectively and substantially concurrently with others in the meeting. Any action required or permitted to be taken at a meeting of any committee may be taken without a meeting if all the members of the committee unanimously consent in writing to taking the action without a meeting and all the members of the committee unanimously consent in writing to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the committee. Each committee will prepare and maintain notes of its meetings and actions and make them available to the Board.
5. **Staff and President.** The Executive Director, and/or staff as appointed by the Executive Director, shall be non-voting participants on all committees, except where a committee is conducting a particular item of business for which it would not be appropriate for the Executive Director or other staff to be present and participating. The President is a non-voting, ex-officio member of all committees.
6. **Removal.** The Chair of any Committee may be removed in the sole discretion of the President, after the President consults with the Executive Director and each current member of the Board of Directors receives at least ten days' prior written notice before any such removal is effected. A member of any Committee may be

removed by the Chair of that Committee after consulting with and receiving the approval of the President and Executive Director.

B. STANDING COMMITTEES.

1. GOVERNANCE COMMITTEE. This Committee's responsibilities will include recommending any action related to appropriate matters that arise relating to best practices pertinent to corporate governance of non-profit corporations.

2. FINANCE COMMITTEE. The Treasurer will be the chair of the Finance committee. The Committee will regularly review the Foundation's financial status and records.

3. LEGAL COMMITTEE. This committee will oversee and support the Foundation's legal advocacy and litigation activities and its operation will be in accordance with the Legal Committee policies that have been adopted by the Foundation's Board.

4. DEVELOPMENT COMMITTEE. This committee will oversee the Foundation's fundraising efforts.

5. PERSONNEL COMMITTEE. This committee will oversee issues relating to the Executive Director and other Staff members, including the creation, revision, and application of the Employee Handbook.

C. AD HOC COMMITTEES. The Board may establish other special committees from time to time, and at the time of each committee's creation, the Board shall specify the purpose of such committee and its duration. However, the Board shall not specify a duration of more than two years for any such committee, except that on or prior to the expiration of the term of a committee, the Board may renew it for an additional two year term any number of times, as determined to be appropriate in the Board's sole discretion. The President will appoint the members of any special committee, subject to the approval of each appointment by the Board.

SECTION IV: GENERAL PROVISION

A. CONTRACTS, ETC., HOW EXECUTED. Except as otherwise provided or restricted in these Bylaws, the Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any pecuniary amount.

- B. LOANS.** No loans or other debts shall be contracted on behalf of the Foundation and no negotiable paper or evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board.

SECTION V: INDEMNIFICATION

A. INDEMNIFICATION. The Foundation may indemnify its Directors, Officers, employees, and volunteers to the fullest extent permitted by the law of the State of Missouri, except in any case in which in the reasonable judgment of the Board the conduct arises out of, is based upon, or attributable to or as a consequence of the committing of a deliberately fraudulent or deliberately criminal act or omission, or a willful violation of law, or is for the gaining of any financial profit, remuneration or financial advantage by the insured to which they were not legally entitled. However, in no event shall the Foundation indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or constitutes willful misconduct.

B. INSURANCE. The Foundation shall purchase and maintain insurance on behalf of an individual who is or was a Director or an Officer of the Foundation, or who, while a Director or an Officer of the Foundation, is or was serving at the request of the Foundation as a director or officer of another foreign or domestic non-profit business.

SECTION VI: CONFLICT OF INTEREST

The Foundation has adopted a Conflict of Interest Policy, as reflected in the ACLU Policy Manual, which shall be considered to be a policy adopted by the Board.

SECTION VII: FISCAL YEAR

The Fiscal Year of the Foundation shall be the year April 1 through March 31.

SECTION VIII: DISSOLUTION

In the event of the dissolution of this Foundation, or if for any reason the purposes of this Foundation should become impossible of performance, all assets remaining after all liabilities and obligations of the Foundation have been paid, satisfied, and discharged, or adequate provision made therefore, shall be distributed to one or more organizations organized and operated for similar exempt purposes, or for other purposes within the purview of Section 501(c)(3) of the United States Internal Revenue Code, as amended, and which have received exemption for Federal income tax under said Section 501(c)(3) or its successor Section, or a corresponding provision of a prior law, or to the Federal, State, or local government, for a public purpose.

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 Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION IX: AMENDMENTS

A. BYLAWS. These Bylaws may be amended at any time by a two-thirds vote of the Directors present at a meeting of the Board, provided that the Board was given notice of the meeting of the Board and a copy of the proposed amendment at least thirty (30) days prior to the meeting; and provided further that such two-thirds majority of those present constitute at least a majority of the Directors then in office.

B. EFFECTIVE DATE OF AMENDMENT. Amendments of the Bylaws shall become effective upon adoption or at such time as prescribed in the resolution adopting the Amendment.

SECTION X: ACLU POLICY MANUAL

The Board shall adopt a Policy Manual, and policies provided therein may be adopted, amended, and revoked at any time by a majority vote of the Directors present at a meeting of the Board; provided, however, the Board may specifically require a two-thirds majority vote of the Board to amend or revoke a particular policy adopted by the Board.

SECTION XI: ADOPTION

These revised Bylaws were adopted by the Board of Directors of the American Civil Liberties Union of Missouri Foundation on _____, 2018.

Signed: _____
Board Secretary

Print Name: _____