

## BYLAWS

### Article I. Mission/Purpose

The *Poplar Bluff Regional Giving Circle* (hereinafter "Giving Circle") is a group of men and women dedicated to helping people in need in Southeast Missouri through cooperative giving. The Circle provides assistance and funds to local non-profits and charities through awarding annual grants.

#### *Section 1.01 Goals*

The goals of the *Giving Circle* are to:

- (a) Make a difference in the community contributing time, talents, and monetary resources
- (b) Encourage community among ourselves and those we serve
- (c) Educate and increase awareness of local needs
- (d) Encourage self-sufficiency and well-being among those in need
- (e) Promote volunteerism and effective philanthropy
- (f) Build a network that is a catalyst for positive change

### Article II. Name

The *Poplar Bluff Regional Giving Circle, Inc.* is the official name of the organization.

### Article III. Membership

Membership is open to all people who wish to further the mission and goals of the *Poplar Bluff Regional Giving Circle, Inc.* (hereinafter, "*Giving Circle*") through financial support and/or participation in service projects. Members shall be defined as those who complete a registration form and file it with the *Giving Circle*.

#### *Section 3.01 Responsibilities of Membership*

- 1) Vote on matters regarding grant awards
- 2) Encourage other individuals to support and participate in the mission and goals of the *Giving Circle*.
- 3) Honor financial commitments to the *Giving Circle* in accordance with Section 3.03.

***Section 3.02 Benefits of membership***

- (a) Participate in a dynamic, philanthropic, and fun organization
- (b) Offer input to the *Giving Circle's* goals and grant awards
- (c) Explore and collaborate with others with shared values
- (d) Make a greater impact with pooled monetary resources
- (e) Learn about non-profits and needs in the community

***Section 3.03 Contribution of Voting Members***

- (a) Voting Members shall contribute a minimum of \$50.00 per calendar year to be paid no later than July 1.
- (b) The Treasurer will send contribution reminders by e-mail.
- (c) Only those Members whose contributions are current shall be eligible to exercise voting privileges.
- (d) Each registered Member(s) shall have one vote, regardless of the amount of any contribution in excess of the amount specified in Section 3.03(a).

**Article IV. Organization/Structure**

The *Giving Circle* will have a Board of Directors, as defined in Section 5.01 and working committees.

***Section 4.01 Members of the Board of Directors***

The Board of Directors will consist of 5 Members of the *Giving Circle*. Members shall be selected in accordance with Sections 5.04 and 5.05.

***Section 4.02 Responsibilities of the Board of Directors***

- (a) Provide the vision for the *Circle*
- (b) Call and direct meetings of the *Circle*
- (c) Manage accounting of contributions and expenses of the *Circle*, including the Emergency Fund defined in Article VIII

- (d) Oversee all committees
- (e) Maintain records of *Circle* activities
- (d) Review and amend bylaws and present changes to the membership
- (g) Communicate about the *Circle* with members and the public
- (h) Conduct all other business of the *Circle*

**Section 4.03 Organization and Meeting of the Board of Directors**

- (a) The Board of Directors will meet at least four times a year, at such times as it shall determine and shall record meeting minutes.
- (b) Board of Director members will report on the activities of the committee for which they have oversight responsibility
- (c) The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer defined as follows:
  - (i) President                      The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Directors. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.
  - (ii) Vice-President              The vice-president (or in the event there be more than one vice-president, each of the vice-presidents) shall assist the president in the discharge of his duties as the president may direct and shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, the vice-president (or each of them if there are more than one) may execute for the corporation certificates for its shares

and any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

- (iii) Secretary      The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.
  
- (iv) Treasurer      The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Directors.

#### ***Section 4.04 Qualification of the Board Members***

Qualifications:

- (a) Be a Member
- (b) Demonstrate leadership qualities
- (c) Have values and skills helpful to the *Giving Circle*
- (d) Have enough time to be able to serve effectively

#### ***Section 4.05 Selection of Board of Directors***

The Members of the ***Board of Directors*** shall serve for terms of three (3) years each, provided that the Incorporators shall make up the initial Board and shall be appointed so that one member shall serve for a term of one (1) year, two (2) members shall serve for two (2) years, and two (2) members for three (3) years. Selection can be by invitation or by self nomination. Positions will be filled as determined by the incumbent members of the Board. The appointment of the Board

members will be confirmed by the consensus of the existing Board.

***Section 4.06 Terms of Service***

Board members will serve a minimum of 3 years.

**Article V. Meetings**

The *Circle* will meet at least once annually, at such times as the Board of Directors shall determine.

**Article VI. Administrative Expenses**

The *Board of Directors* may incur costs for supplies and services necessary to the operation of the *Circle*. These expenses may include, but are not limited to, website registration and maintenance, paper, printing, postage, room rental, refreshments, and materials for service projects. Funds for administrative and extraordinary expenses will be obtained by adding an assessment to each registration fee.

**Article VII. Awarding of Grants**

Voting on grants will take place annually. Grant applications must be received by August 1 to be considered for the current year grant cycle.

***Section 7.01 Responsibilities of Board of Directors***

- (a) The Board of Directors shall solicit grant applications for consideration by the *Circle*.
- (b) The Board of Directors shall review grant applications in order to:
  - 1) Determine if the application meets the mission of the *Circle*.
  - 2) Determine if the application meets the grant award criteria as described in Section 7.03.
- (c) The Board of Directors shall research grant applicants by any or all of the following:
  - 1) Visits or meeting with the applicants
  - 2) Request for supplementary materials or documents
- (d) The Board of Directors shall publish a description of each qualified applicant organization with a summary of the recommended projects eligible for funding to the voting membership via email at least two weeks prior to the annual meeting of

the *Circle*.

**Section 7.02 Procedure for awarding grants**

- (a) The Board of Directors will present eligible grant applications at the annual meeting of the *Circle* prior to voting.
- (b) The ballot listing of eligible grant applications will be available for downloading from the website.
- (c) Voting members attending this meeting will cast their votes by paper ballot.
- (d) Voting Members not able to attend may vote by absentee ballot, which may be submitted via email.
- (e) Grants may be awarded in an amount up to the balance of the funds in the *Circle's* account as long as a minimum of \$250.00 is maintained after disbursement of the grants. grants shall be awarded upon approval of a simple majority of the voting membership.

**7.03 Criteria for awarding grants**

- (f) Applicant organization must be a non-profit tax-exempt organization pursuant to IRS section 501c.3.
- (g) Applicant organization must meet the *Circle's* mission.
- (h) The following are excluded from consideration:
  - 1) Projects or programs that promote a particular religious or political ideology
  - 2) Endowment or capital projects and campaigns
  - 3) Dinner galas, advertising, and other special fundraising events
  - 4) General operating expenses of an organization
  - 5) Intermediary funding agencies

**Article VIII. Disbursement of Emergency Funds**

The Board may disburse up to 5% of the *Circle's* annual contributions in response to emergency requests, in such amount and at such times as it determines. Any request for such funds must be submitted pursuant to an Emergency Fund Request in the following form or such other form that is satisfactory to the Board of Directors.