



The St. Louis School-Business Partnership
www.stlsbp.org

AMENDED AND RESTATED BY-LAWS **OF St. Louis School Business Partnership**

Article One **Name**

The name of this nonprofit corporation based upon taxpayer ID#43-1843314 is the North County School-Business Partnership. The Business name is St. Louis School-Business Partnership d/b/a (the “Partnership”). The Partnership was formed pursuant to those certain Articles of Incorporation dated on or about 10-19-1998, and filed with the Secretary of State of the State of Missouri on or about 10-19-1998. The Partnership operates exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”).

Article Two **Purpose**

The Partnership’s mission is to foster a dynamic collaboration between schools, community and businesses to leverage resources, make connections, and provide career and post-secondary learning opportunities. The Partnership shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Missouri and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Partnership; provided, however, that in no event shall the Partnership engage in activities that are not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code.

Article Three **Membership**

Section 1. Generally. Membership in the Partnership is open to individuals, groups or businesses, interested in fostering a dynamic collaboration between schools, community and businesses to leverage resources, make connections, and provide career and post-secondary learning opportunities. Members are subject to paid membership dues. Each Member must assign a Designee. Each paid General Membership is allocated one (1) vote for the purposes of conducting Partnership business requiring a vote by the Partnership general Membership. Each paid Sponsorship is allocated two (2) votes for the purposes of conducting Partnership business requiring a vote by the Partnership general Membership. The Member’s Designee(s) shall hold

sole voting privilege on behalf of the Member. Partners are subject to invitation by a paying member, individuals and/or groups. Member and Partner includes, but is not limited to, educators, members of the business community, government and nongovernmental agencies and any other individuals interested in fostering a dynamic collaboration between schools, community and businesses.

Section 2. Representation of the Partnership. No Member/Partner may represent or act on behalf of the Partnership without the prior consent of the Officers of the Board.

Article Four Board of Directors

Section 1. Number; Qualification; Expenses. The Board **will** consist of five (5) to fifteen (15) Directors representing a broad spectrum of skills, knowledge, experience, and ethnic, cultural and racial diversity. The number of Directors shall be established by the Board, and may be changed by the Board from time to time. Each Director shall be at least eighteen (18) years of age. Directors are elected annually by the Membership. Each paid Membership is allocated one (1) vote. Each paid Sponsorship is allocated two (2) votes. Directors shall serve for a term of three (3) years. No Director may serve more than two (2) consecutive terms with the exception of a seventh year to serve on the Board. The immediate past President of the Board, even if no longer a Director, may attend Board meetings in an advisory, non-voting capacity, subject to approval by the Board.

Section 2. Election of Officers of the Board; Term; Removal. Officers of the Board are elected by the Board of Directors and shall serve for a term of three (3) years. No Officer of the Board may serve more than two (2) consecutive terms with the exception of a seventh year to serve on the Board of Directors. Officers of the Board may be removed, with or without cause, by the Board of Directors.

Section 3. Nominating Committee; Nominations. In order to prepare a slate of candidates for the Board of Directors, the President shall appoint a nominating committee each year, prior to the end of the third quarter (the "Nominating Committee"). The Vice-President shall chair the Nominating Committee. At least three (3) Members shall be selected by the Board of Directors to serve on the Nominating Committee. Nominations for successor prospective Directors may only come from the Nominating Committee or from the Members, and must be submitted to the Board of Directors prior to a call of votes.

Section 4. Electing Board of Directors. Vacancies on the Board of Directors will be filled annually. Candidates will be elected individually by a vote of the Membership. Each Membership's designee will cast a vote for individual candidates seeking election to a Director vacancy (General Membership is allocated one (1) vote; each paid Sponsorship is allocated two (2) votes-see Article 4, Section 1). Following the vote by the Membership, the elected Directors will be published to the public, along with the individual Director's term and year of service within the term that the individual Director seat is entering into as of the upcoming fiscal year. Officers of the Board of Directors, as elected by the new Board of Directors, will be announced as soon as possible, following the first meeting of the newly seated Board of Directors and no later than July 1st (first day of the following fiscal year).

Article Five
Meetings of the Board; Quorum; Voting

Section 1. Quorum; Voting; Act of the Board. A quorum must be present to conduct any annual, regular or special meeting of the Board of Directors. A simple majority of the Directors shall constitute a quorum. Each Director is entitled to one vote on any issue brought before the Board of Directors at any meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number of Directors is required by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Communication by Electronic Means. Directors may participate in annual, regular or special meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can speak with and hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 3. Action without a Meeting. Any action that is required to be taken or may be taken at a meeting of the Board of Directors or any other committee may be taken without a meeting if one or more written consents setting forth the action so taken or to be taken is signed by all members of the Board of Directors or all of the members of the applicable committee, as the case may be. Signatures by fax transmission or replies by electronic mail shall be considered valid for this purpose. Such consent(s) shall have the same effect as a unanimous vote at a meeting duly held. The Secretary shall file such consent(s) with the minutes of the Board of Directors or of the applicable committee.

Section 4. Attendance. Absence of a Director from three (3) or more consecutive meetings, whether annual, regular or special, shall be construed as a resignation of the absent Director from the Board. Exceptions may be granted on a case-by-case basis by the Board of Directors.

Section 5. Vacancy. Any vacancy on the Board of Directors shall be filled by the Board of Directors or a vote taken by the Board of Directors to leave the position vacant for the remaining terms, should occur as soon as possible after the vacancy occurs. The person chosen to fill such vacancy shall serve for the unexpired term of his or her predecessor. An appointment or election to a partial term is not counted as part of one's two (2) consecutive terms years three (3) years each.

Section 6. Compensation; Expenses. All elected Directors shall serve without compensation.

Article Six
Officers of the Board

Section 1. Generally; Election of Officers. The officers of the Board of Directors (each, an "Officer" and collectively, the "Officers") shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors at an annual meeting of the Board of Directors. The President, Vice President, Secretary, and Treasurer shall each be elected for a term of three years or until the expiration of his or her second term as Director. Any two or more offices may be held by the same person, except the offices of the President and

Secretary. Officers shall be Directors of the Board and shall serve without compensation. Any Officer may be removed from his or her office, with or without cause, by the Board. Any Officer may resign from his or her office at any time by delivering notice thereof to the Board of Directors.

Section 2. Vacancies. Whenever any vacancy shall occur in any office by reason of death, resignation, or otherwise, the same shall be filled by and from the Board of Directors, by affirmative vote of a majority of the remaining Directors. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Election to a partial term is not counted towards one's official term.

Section 3. President. The President shall preside at all meetings of the Members and the Board of Directors. The President shall appoint a chairperson to chair any and all committees of the Partnership and all non-elected positions, subject to the approval of the Board of Directors. The President will be an ex-officio member to all committees and task forces, except the Nomination Committee. The President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 4. Vice-President. The Vice-President shall perform any and all duties of the President in his or her absence or when requested to do so by the President. The Vice-President shall assume the duties of the President if such office is vacant, until the election of a successor President. The Vice-President shall chair the Nominating Committee and standing committees. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and all membership meetings. The Secretary or a person designated by the Secretary shall have the authority to give any and all notices required by these Bylaws, except as otherwise set forth herein. The Secretary or a person designated by the Secretary shall assure that the books and records of the Corporation and the material contracts of the Corporation are in order. The Secretary shall sign such instruments as may require his or her signature. The Secretary shall perform such other duties as may be prescribed from time to time by the Board.

Section 6. Treasurer. The Treasurer shall be responsible for overseeing the Partnership funds and fees for expenditures relating to the Partnership to insure proper disbursement and safety of funds deposited in the name of the Partnership. The Treasurer shall perform such other duties as may be prescribed from time to time by the Board.

Article Seven Committees

Section 1. Generally. Any Officer, with the approval of the Board of Directors, may create such standing committees or special committees as he or she deems necessary and appropriate to assure the proper functioning of the Partnership.

Section 2. President as Ex-Officio Member. The President shall be an ex-officio member of all committees except the Nominating Committee and shall be notified of all committee meetings.

Section 3. Officers of the Board of Directors. The Officers of the Board of Directors will consist of the President, the Vice-President, the Secretary, the Treasurer and the Immediate Past President. The Officers may conduct special meetings for the purpose of making time-of-the-essence decisions pending the next Board of Directors' meeting. Any meetings of the Officers of the Board of Directors shall be called and held in the same manner as the Board of Directors, and in accordance with the procedures set forth for the Board of Directors in Article V hereof.

Section 4. Nominating Committee. The Nominating Committee shall act in accordance with Article IV, Section 3 hereof.

Article Eight Fiscal Year

The fiscal year of the Partnership shall begin each July 1 and end the following June 30.

Article Nine Parliamentary Authority

Robert's Rules of Order, Newly Revised, shall serve as the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

Article Ten Amendment of Bylaws

These Bylaws may be amended at any regular or special meeting of the Board of Directors at which a quorum is present, by a two-thirds (2/3) vote of the Directors present.

Article Eleven Dissolution

In the event of the dissolution of the St. Louis School-Business Partnership or the conclusion of its affairs or other liquidation of its assets, all assets of the St. Louis School-Business Partnership remaining after the payment of its debts shall be conveyed or distributed to the St. Louis School-Business Partnership Board of Directors to distribute scholarships to students whose school is an active and paid member of the partnership, provided that if St. Louis School-Business Partnership does not qualify at that time as an exempt organization under Section 501(c)(3) of the Code, such assets shall be conveyed or distributed to such organization or organization created and operated for nonprofit purposes similar to those of the St. Louis School-Business Partnership as the Board of Directors may determine, provided that such organization or organizations qualify at that time as an exempt organization or organizations under Section 501(c)(3) of the Code.

Article Twelve Indemnification

Each person who is or was a Director or Officer of the Partnership, including his or her heirs, executors, administrators, or estate, shall be indemnified by the Partnership to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a Director or Officer of the Partnership.

The indemnification provided by this Article XII shall not be exclusive of any other rights to which such person may be entitled under any other agreement, statute or law, or as may be otherwise granted and approved by a vote of disinterested Directors, and shall not limit in any way any right that the Partnership may have to make different or further indemnification with respect to such person or classes of persons.

Article Thirteen Conflict of Interest

The Directors have a duty to subordinate their personal interests to the welfare of the Partnership and those served by it. Conflicting interests may arise due to certain type of financial and personal relationships or actions, as set forth below.

Directors are prohibited from receiving gifts, fees, loans or favors from suppliers, contractors, consultants or financial agencies, which may obligate or induce the Director to compromise his or her responsibilities to negotiate, inspect or audit, purchase or award contracts with the best interest of the Partnership in mind.

Directors of the Partnership are prohibited from knowingly disclosing information about the Partnership to those who do not have a need to know or whose interest may be adverse to the Partnership, either inside or outside of the Partnership. Directors of the Partnership shall not in

any way intentionally use any information known to them regarding the Partnership to the detriment of the Partnership.

Directors of the Partnership may not have a significant financial interest in any property which the Partnership purchases, or a direct or indirect interest in any supplier, contractor, consultant or other entity with which the Partnership does business.

Directors of the Partnership are expected to be alert for and avoid situations which might be construed as a possible conflict of interest. Any possible conflict of interest on the part of any Director should be disclosed to the Board and made a matter of record.

If a potential conflict of interest is brought before the Board of Directors, the disinterested Directors shall vote on the matter. The Director having the potential conflict of interest shall not vote on such matter or use his or her personal influence to sway the other Directors regarding such matter, and he or she should not be counted as part of a quorum for the meeting of the Board of Directors. The minutes of such meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation. The foregoing restrictions shall not be construed as preventing the Director from briefly stating his or her position regarding the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations of the Board of Directors.