

International Institute of Metropolitan St. Louis

Bylaws

ARTICLE I

Purpose

The purposes of the International Institute of Metropolitan St. Louis (“Corporation”) shall be to build a healthier community by assisting newcomers to the United States of America become productive citizens, and by promoting public awareness of the important contribution ethnic diversity makes to the Metropolitan St. Louis, Missouri area’s economy and quality of life. The Corporation shall strive to be the premier provider of programs and services that benefit newcomers to the United States of America. The Corporation shall serve as an expert on ethnic communities in St. Louis and be a partner and friend of the St. Louis ethnic communities and all new Americans. Consistent with these objectives, the Corporation shall organize and conduct educational services, personal services, as well as social activities and programs. The International Institute of Metropolitan St. Louis is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as a non-profit, tax-exempt organization and shall do and engage in any and all lawful activities that may be incidental to or reasonably necessary to fulfill the specifically stated purposes, and shall have and exercise all other powers of authority now and hereafter conferred upon not-for-profit corporations under the laws of the State of Missouri.

ARTICLE II

Offices

Section 1

The principal office of the Corporation shall be located at 3654 South Grand Blvd, St. Louis, Missouri 63118, or at such place in Metropolitan St. Louis, Missouri as the Board of Directors shall designate from time to time.

Section 2

The registered address of the Corporation shall be fixed by the Board of Directors.

Section 3

The registered agent of the Corporation at such address shall be appointed by the Board of Directors.

ARTICLE III

Board of Directors

Section 1

The business and property of the Corporation shall be managed by its Board of Directors which shall be composed of no less than 18 nor more than 38 Directors. In addition, the Immediate Past Chair of the Board shall serve as a Director of the Corporation until the expiration of the new Chair's term in office.

Section 2

An annual meeting ("Annual Meeting") of the Corporation shall be held between January 1 and April 30 of each year at such time and place as designated by the Board of Directors for the purpose of electing Directors and officers (except the President and CEO) and transacting such other business as may properly come before the Corporation.

Section 3

The Directors, except for the Immediate Past Chair of the Board, shall be elected at the Annual Meeting of the Corporation. The Board Building and Nominating Committee shall prepare a slate for presentation to the Directors for election for all vacant and open Board positions. Directors shall be elected for three-year terms, so adjusted that normally one-third would terminate each year. A Director may be elected to serve two successive three-year terms after which that Director may not be re-elected to another term until one year has elapsed.

Section 4

Any vacancy on the Board of Directors may be filled at any subsequent meeting of the Board of Directors through election by the Directors. Directors so chosen shall serve for the remainder of the unexpired term for which the person whom such Director is replacing was elected. Filling such an unexpired term shall not prevent one from being elected and re-elected to additional three-year terms. The Board of Directors may also remove any Director who fails on a regular basis to attend the scheduled meetings of the Board, unless the Director is contributing to the purposes of the Corporation or the functions of the Board in a significant manner, as determined in the sole discretion of the Board.

Section 5

The Board of Directors shall hold regular meetings quarterly. Special meetings of the Board may be held whenever called by the Chair of the Board or by a majority of the Board Directors.

Section 6

Notice of the time and place of all meetings shall be given by mail, telephone, or by electronic transmission that can be verified in a printed format, including without limitation facsimile and electronic mail transmissions, to each Director at such address as provided to the Corporation at least five days before the date of such meeting. No notice of any adjourned meeting of the Board need be given.

Section 7

At all meetings of the Board of Directors, one-third of the Directors then serving shall constitute a quorum.

Section 8

No Director of the Board shall receive any monetary compensation for his or her service as such Director.

Section 9

In addition to the power and authority expressly conferred by these Bylaws, the Board of Directors may exercise all powers of the Corporation and do all lawful acts as are permitted by statute, the Articles of Incorporation and these Bylaws. The Board of Directors may, by resolution, delegate to officers or employees of the Corporation such general and specific powers as it may deem appropriate.

Section 10

Meetings of Directors shall be held at the principal office of the Corporation or such other place or places, either within or without the State of Missouri, as may be agreed upon by the Board of Directors. Directors may also participate in meetings of the Board by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall be deemed presence in person at the meeting for all purposes.

Section 11

No conflict of interest transaction between the Corporation and one or more of its Directors shall be voidable or the basis for imposing liability on the Director solely for this reason, or solely because the Director is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his/her or their votes are counted for such purpose if: (a) the material facts of the transaction and the Director's interest are disclosed or are known to the Board of Directors or committee and (b) the Board of Directors or committee approving the transaction in good faith reasonably believes that the transaction is not unfair to the Corporation. A conflict of interest transaction shall be approved if it receives the affirmative vote of a majority of the Directors on the Board of Directors or committee who have no direct or indirect interest in the transaction, even though less than a quorum, but such a transaction may not be approved by a single Director. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes the contract or transaction. For purposes of this Section, a conflict of interest transaction is a transaction with the Corporation in which a Director has a material interest.

Section 12

Any action which is required to be or may be taken at a meeting of the Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document filed under the provisions of the Missouri Nonprofit Corporation Act. The Secretary of the Corporation shall file the consents with the minutes of the meetings of the Board of Directors.

Section 13

The Board of Directors, by affirmative vote of a majority of all of the members of the Board of Directors, may remove a Director for cause, and, by affirmative vote of two-thirds (2/3) of the Directors then in office may remove a Director without cause.

ARTICLE IV

Officers

Section 1

The officers of the Corporation shall be the Chair of the Board, Vice Chair of the Board, President and CEO, Secretary, and Treasurer. The officers, excepting the President and CEO, shall be elected by the membership at its Annual Meeting. Such officers, other than the Chair, shall be elected for a term of one year and shall hold office until their successors are elected. The Chair shall be elected for a term of two years and shall hold office until his/her successor is elected. The Chair may also be reelected. A vacancy in any office may be

filled at any meeting of the Board of Directors, and officers so chosen shall serve for the remainder of the term of office. The President and CEO shall be appointed by the Board of Directors pursuant to Article VI of these Bylaws.

Section 2

All of the officers, except the President and CEO, shall be members of the Board of Directors. The President and CEO shall be an *ex-officio* Director without vote.

Section 3

The Board of Directors may create such other offices and appoint such other officers and agents as it shall deem necessary. They shall have such authority, hold their offices for such terms, exercise such powers, and perform such duties as shall be determined from time to time by the Board. The total number of Directors shall not be increased by the appointment of any officer pursuant to this provision.

Section 4

Subject to the direction of the Board of Directors, the Chair of the Board shall have general charge of the affairs and management of the Corporation. The Chair of the Board shall preside at meetings of the Board of Directors.

Section 5

The Vice Chair of the Board shall, in the absence or disability, or failure or refusal to act of the Chair of the Board, perform the duties and exercise the powers of the Chair of the Board and shall perform such other duties as the Board of Directors shall prescribe.

Section 6

The Secretary shall keep or cause to be kept a record of votes and minutes of proceedings of all meetings of the Board of Directors and shall give or cause to be given notice of all meetings of the Board of Directors. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or by the Chair of the Board. In the absence or disability of the Secretary, the Chair of the Board may appoint a Secretary *pro tem*.

Section 7

The Treasurer shall have responsibility for general oversight of the financial affairs of the Corporation. The Treasurer shall have financial supervision over the fiscal functions of the Corporation, which functions shall report to the Treasurer on a regular and periodic basis. The Treasurer shall ensure that the Board of Directors is kept informed as to the financial condition and operating results of the Corporation on a regular and periodic basis.

Section 8

In the absence of any officer of the Corporation or for any other good reason, the Board of Directors may delegate, temporarily, the powers or duties of any portion thereof of such officer to another officer or to a Director.

Section 9

Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the whole Board of Directors whenever, in their judgment, the best interests of the Corporation will be served thereby.

Section 10

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE V

Executive Committee

Section 1

There shall be an Executive Committee consisting of the officers of the Corporation (other than the President and CEO), the Immediate Past Chair of the Board, the Chairs of the standing committees set forth in Article VI hereof and such other Directors as may be appointed by the Chair with the approval of the Board. The Chair of the Board shall be the Chair of the Executive Committee. Meetings of the Executive Committee normally shall be held once a month during the months the Board does not have a regular meeting or upon the call of the Chair. Notice of all meetings shall be given by mail, telephone, or by electronic transmission that can be verified in a printed format, including without limitation facsimile and electronic mail transmissions, at least five days before the date of such meetings. A quorum of the Executive Committee shall be a majority of Executive Committee members.

Section 2

The Executive Committee shall exercise all rights and powers of the Board of Directors between regular meetings of the Board and shall have such other and additional powers as may from time to time be conferred upon it by the Board of Directors.

ARTICLE VI

Standing Committees

In the first quarter after each Annual Meeting, a Board Building and Nominating Committee; Personnel Committee, Finance Committee; and other special committees of the Board shall be appointed by the Chair of the Board with the approval of the Board. The resolution establishing each such Committee shall specify a designation by which it shall be known and shall fix its power and authority. The Board of Directors may delegate to any such committee any of the authority of the Board of Directors except that no such committee shall have the authority to: authorize distributions to Directors, officers, agents or employees except in exchange for value received; approve or recommend to Directors dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or adopt, amend or repeal the Corporation's Articles or Bylaws.

Each such committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board of Directors, and shall be subject to the control and direction of the Board of Directors. All actions by any such committee shall be subject to revision and alterations by the Board of Directors.

Any such committee may act by a majority of its committee members at a meeting or by a writing or writings signed by all of its members. Unless otherwise provided below, individuals who are not members of the Board of Directors may serve on committees but at least one person on each committee shall be a Director. Each Committee shall consist of at least three committee members, including the committee chair.

The Board of Directors may also designate other committees that do not have or exercise the authority of the Board of Directors in the management of the Corporation.

Section 1 - Board Building and Nominating Committee

The duties of the Board Building and Nominating Committee shall be to select and recommend to the Directors at the next Annual Meeting the persons whom the Committee considers best suited to be Directors, officers, excepting the President and CEO, and standing committee chairs of the Corporation for the ensuing year and to recommend to the Board at any meeting persons to fill vacancies which may have occurred. The duties shall also include such board orientation and related activities as the Board of Directors deems necessary.

Section 2 - Personnel Committee

The purpose of the Personnel Committee shall be to review and to provide oversight and support regarding personnel, human resources, and related matters, practices, policies and procedures of the Corporation.

Section 3 - Finance Committee

The purpose of the Finance Committee shall be to provide oversight of the financial affairs of the Corporation, under the direction of the Board. The Committee shall recommend policies and standards to the Board of Directors to govern such financial affairs. The Finance Committee shall also provide for the proper management and investment of any endowment fund established by the Corporation. The Treasurer shall serve as the chair of the Finance Committee.

Section 4 - Term of Office

Each member of a committee shall continue as such until the first regular meeting of the Board of Directors after the Annual Meeting of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 5 - Chairman

One member of each committee shall be appointed chair by the Chair of the Board and approved by the Board of Directors, unless otherwise provided for herein. Such persons must be a Director.

Section 6 - Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

ARTICLE VII

President and CEO

The President and CEO shall be appointed by the Board of Directors and shall be an officer of the Corporation and Assistant Secretary of the Corporation (unless otherwise directed by the Board) and shall have the responsibility of directing the activities and coordinating the work of the Corporation and such other duties and responsibilities as assigned by the Board of Directors. The President and CEO shall have authority, under the general supervision of the Board or such committees as may be appointed by the Chair of the Board, to employ and separate the other employees of the Corporation and to supervise and make all staff work assignments.

ARTICLE VIII

Membership Certificates, Seal and Miscellaneous

Section 1

Certificates evidencing membership in the Corporation may be issued in such form at such times and in such manner as shall be determined by the Board of Directors.

Section 2

The Corporation shall have a seal which shall have inscribed thereon: "International Institute of Metropolitan St. Louis, Missouri. Corporate Seal."

Section 3

All checks or demands for money and notes of the Corporation shall be signed by such officers, agents, or employees as may from time to time be designated by the Board of Directors.

Section 4

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

Notice

Section 1

Whenever under the provisions of these Bylaws notice is required to be delivered to any Director or officer, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or dispatched by telecopy or prepaid telegram, addressed to such individual at his address as it appears on the records of the Corporation or when delivered in person to the individual.

Section 2

Notice of any meeting required to be given under the provisions of these Bylaws or the laws of the State of Missouri shall be deemed waived by the attendance at such meeting of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3

Any notice required to be given under the provisions of these Bylaws, or the laws of the State of Missouri may be waived by the persons entitled thereto signing a waiver of notice before or after the time of said meeting, and such waiver shall be deemed equivalent to the giving of such notice.

ARTICLE X

Amendments

A majority of the Directors in office immediately before the action is taken shall have the power to adopt new Bylaws, and to amend, alter and repeal these and any additional and supplementary Bylaws, at any regular or special meeting of the Board of Directors. Notice of any such action to be taken on any Bylaws need not be included in the call of said meeting.