

F.A.C.T.
Operating Procedures/Bylaws

Families And Communities Together, Inc.
Of Marion County, Missouri

Article I
Name

The name of this organization shall be Families And Communities Together, Inc., of Marion County, Missouri. The organization is also known as F.A.C.T.

Article II
Vision

Families And Communities Together, Inc., of Marion County, Missouri, seeks to strengthen and empower families and communities through collaboration.

Article III
Mission

The purpose of F.A.C.T. is to build, nurture and strengthen families and strive to ensure that every child has the opportunity to become a healthy, responsible, productive and contributing member of the community. The organization will develop or build upon existing private and public resources to develop, plan and implement a comprehensive pro-family strategy to deliver services to children and families at the local level. F.A.C.T. will facilitate and coordinate the development of alliances among various portions of the community of Marion County to transform the service delivery to children and families for the purpose of implementing the goals stated above. F.A.C.T. is a local organization to implement strategies for Missouri's direction for children and families, Caring Communities; and for all other legal purposes permitted to non-profit corporations in the State of Missouri.

F.A.C.T. is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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Article IV
Governance

Section 1: Affiliations

Families And Communities Together, Inc., of Marion County, Missouri, shall be non-partisan and nonsectarian and shall abstain from any political affiliations or endorsements of candidates for public office.

No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to illegally influence legislation and the organization shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 2: Authority

The Board of Directors shall have the authority to control, manage and evaluate the affairs of Families And Communities Together, Inc., of Marion County, Missouri. The said Board of Directors shall be known as the F.A.C.T. Board.

Section 3: Funds

The F.A.C.T. Board shall have charge of the property and funds of Families And Communities Together, Inc., of Marion County, Missouri, and accept and dispose of appropriations, grants, contributions, gifts and bequests.

Section 4: Dissolution of the Organization

Upon the dissolution of the organization, the F.A.C.T. Board shall, after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law), as the F.A.C.T. Board shall determine.

Article V
Meetings

Section 1: Full Membership of the Organization

Meetings of Families And Communities Together, Inc., of Marion County, Missouri, full membership shall be held at least annually. Members shall be notified by a general notice in Marion County newspapers in both Hannibal and Palmyra. Special meetings may be called at the discretion of the F.A.C.T. Board.

Section 2: F.A.C.T. Board

Meetings of the F.A.C.T. Board shall be held per Article VI, Section 5.

Article VI
F.A.C.T. Board

Section 1: Qualifications

6.1.1 Candidates for membership on the F.A.C.T. Board shall be limited to persons who have demonstrated an interest and concern for the well-being of Marion County's children and families.

6.1.2 Members of the F.A.C.T. Board must be U.S. Citizens or aliens lawfully in the country.

6.1.3 The members of the F.A.C.T. Board shall represent the citizens of Marion County and the general membership of Families and Communities Together, Inc.

Section 2: Compensation

No compensation shall be paid by the organization to any board member or officer of the organization for their services in any capacity.

Section 3: Duties of the Board

The F.A.C.T. Board shall have all powers and duties necessary or appropriate for the administration of the affairs of Families And Communities Together, Inc., of Marion County, Missouri, and may do all such acts and things as are by law or by these Operating Procedures/Bylaws directed to be exercised and done by the Directors.

The duties of the F.A.C.T. Board shall include, but are not limited to, the following:

6.3.1 To determine and approve the purpose, the vision, the goals, the philosophy and the plan of operation for the organization.

6.3.2 To promote ongoing public awareness of the Caring Community concept.

6.3.3 To establish policies governing the operation of the organization.

6.3.4 To review issues and determine actions.

6.3.5 To establish a schedule of meetings and reports as may be necessary or helpful to the Board to reasonably assure that the policies and programs of the organization are being implemented as planned.

6.3.6 To evaluate on an annual basis the extent to which the goals of the organization have been achieved.

6.3.7 To assure that the resources of the organization are being efficiently utilized.

6.3.8 To assist in raising the necessary capital for operations and seed money to sustain and expand needed services and efforts.

6.3.9 To develop and enter into creative financing alternatives using a combination of private, public and charitable resources to sustain needed services and awareness efforts.

6.3.10 To approve the annual budget.

6.3.11 To act as the arbiter of staff or F.A.C.T. member grievances.

6.3.12 To exercise final authority related to the hiring, evaluation, salary, discipline and termination of the Executive Director.

Section 4: Membership and Term of Office

6.4.1 The F.A.C.T. Board shall consist of nine (9) members elected by the membership of the F.A.C.T. Board.

6.4.2 The term of office for members of the F.A.C.T. Board shall be three years. The following rotation of Board membership shall be observed: three (3) new members elected the first year, three (3) new members elected the second year and three (3) new members elected the third year. The election cycle is then repeated.

6.4.3 Members of the F.A.C.T. Board shall serve for a term of three (3) years. A Board Member may serve no more than two consecutive terms and may serve again only after being off the Board for one full year. Board Members filling unexpired terms are eligible to serve for the remainder of that term and may serve one additional term

Section 5: Meetings

The Board meetings shall be held at regularly scheduled times on a monthly basis. Special meetings of the F.A.C.T. Board may be called by the Chairperson of the Board or at least three (3) members of the F.A.C.T. Board with written notification at least 48 hours in advance. Written notification shall consist of written documentation and/or e-mail notification.

Section 6: Quorum

A simple majority of the Board shall constitute a quorum for the transaction of business at all meetings of the Board. If a quorum is not achieved, the meeting either shall not commence or shall recess until such time as a quorum can be achieved.

Section 7: Voting Rights

The F.A.C.T. Board shall at all times seek to achieve a consensus on issues. If consensus cannot be reached, the issue will be tabled for additional information gathering and a second attempt will be made to reach consensus at the next regularly scheduled meeting, unless the timeliness of the issue requires immediate attention. A written notice must be supplied to all Board members about the issues being considered for a second time. If consensus cannot be

reached at this point, a majority of members voting will decide the issue. The chair shall not cast a vote except in case of a tie. A majority of the Board shall constitute a quorum for the transaction of business. The acts of the majority of the members of the F.A.C.T. Board present at a meeting in which a quorum is present shall be the acts of the Board, except when a larger number is required by law, Charter or these Operating Procedures/Bylaws.

Section 8: Nominations and Elections

The Board Search Committee places the nomination before the Board at the May meeting. Nominations are also sought from the floor. After three (3) calls for nominations from the floor, the Chair shall close the nominations and accept a motion to entertain the election. A ballot vote is used when more than one candidate is running for office. Each member of the F.A.C.T. Board who is present, may cast one vote for each office. Ballots shall be tallied during the May meeting. A viva voce election may be used in the case where the candidates are unopposed.

Section 9: Vacancies

Any vacancies occurring on the F.A.C.T. Board shall be filled by a majority vote of the F.A.C.T. Board. The Search Committee shall be activated by the Board Chair when Board vacancies occur.

Section 10: Removal or Resignation

6.11.1 A member of the F.A.C.T. Board may be removed from office with or without assigning cause, by a two-thirds majority ballot vote of the total F.A.C.T. Board, whenever, in its judgment, the best interests of the F.A.C.T. Board and the organization would be better served thereby. A fourth unexcused missed meeting in any given fiscal year will cause the Board to consider a member for removal from the F.A.C.T. Board. In case of any such removal, a new member may be elected as per Article VI, Section 8.

6.11.2 Any officer desiring to resign from office may do so by submitting a letter of resignation to the Chair of the F.A.C.T. Board or the Executive Director.

**Article VII
F.A.C.T. Board Officers**

Section 1: Designation

The offices of the F.A.C.T. Board shall be a Chair, Vice-Chair, Treasurer and Recording Secretary.

Section 2: Term of Office

7.2.1 Each officer shall hold office for a term of one year plus the transition month. Each officer shall hold office until his/her successor has been duly elected and oriented to matters before the Board. Officers may serve more than one term. No officer shall serve more than three (3) terms in the same office.

7.2.2 Newly elected officers shall take office on June 1 and shall assume full responsibility for their position on July 1, allowing a one month period of transition for familiarization of duties and activities.

Section 3: Removal

Any officer elected by the F.A.C.T. Board may be removed with or without assigning cause, by a two-thirds (2/3) majority ballot vote of the total F.A.C.T. Board whenever, in its judgment, the best interests of the organization would be served thereby.

Section 4: Vacancies

A vacancy in any office may be filled by a majority vote of the F.A.C.T. Board present at the regularly scheduled meeting for the unexpired portion of the term.

Section 5: Limitations

Without prior approval by the F.A.C.T. Board, no officer shall be empowered in any way to borrow money or create obligations for F.A.C.T. from any source whatsoever, and under no circumstances shall any officer have the power to place encumbrance upon any of the property of the organization.

Section 6: Duties

7.6.1 Chair - shall preside over all meetings of the F.A.C.T. Board and the organization and shall have general supervision of the affairs of the organization and F.A.C.T. Board between its regular meetings. The Chair shall make recommendations to the F.A.C.T. Board and/or organization and shall perform such other duties as are specified in these Operating Procedures.

7.6.2 Vice-Chair - shall perform all duties of the Chair of the Board in his/her absence or inability to perform the duties of office. S/he shall perform such other duties as the Board may from time to time direct.

7.6.3 Treasurer – shall have oversight responsibility for all funds and securities of the organization; provide oversight for F.A.C.T. Administrative Staff performing accounting and financial functions; be granted signing authority for all disbursements above maximum individual disbursement amounts as established by the F.A.C.T. Board; submit monthly financial reports to the F.A.C.T. Board; and serve as the Committee Chair on the Budget/Finance/Audit Committee.

7.6.4 Recording Secretary - There shall be one Secretary who shall be a non-salaried, voting member of the F.A.C.T. Board. The Secretary shall keep the official minutes of all F.A.C.T. Board meetings. S/he shall have custody of all books and records that the F.A.C.T. Board may provide. S/he shall perform the duties and functions customarily performed by the Secretary of a corporation, together with such duties as the F.A.C.T. Board may prescribe.

Article VIII Advisory Council

Section 1: Qualifications

8.1.1 Candidates for membership on the Advisory Council may be any service provider or individual who has demonstrated an interest and concern for the well-being of Marion County's children and families. Potential members shall make known their intent to join the Organization by contacting the Executive Director.

8.1.2 In order to serve on the Advisory Council, members must be U.S. Citizens or aliens lawfully in the country.

8.1.3 Local representatives from the eight (8) state Partnership agencies not already serving on the Board shall be invited to serve as members on the Advisory Council. These state agencies are: Department of Social Services, Department of Economic Development, Department of Health and Senior Services, Department of Public Safety, Department of Elementary and Secondary Education, Department of Labor and Industrial Relations, Department of Mental Health and the Department of Higher Education.

Section 2: Duties of the Advisory Council

8.2.1 To meet with the F.A.C.T. Board in an advisory capacity as needed by the Executive Director. Advisory Council Members are expected to attend at least four (4) regularly scheduled F.A.C.T. Board meetings.

8.2.2 To advocate for children and families in Marion County.

8.2.3 To work with the F.A.C.T. Board to blend/leverage resources available through local agencies/groups to support strategies designed to achieve the Core Results.

8.2.4 To promote participation in F.A.C.T. activities.

Section 3: Membership and Term of Appointment

Advisory Council members may be appointed at any time by the Executive Director, with reappointment considered annually on July 1.

Section 4: Removal

A member of the Advisory Council may be removed with or without assigning cause, by a two-thirds (2/3) majority ballot vote of the total F.A.C.T. Board, whenever, in its judgment, the best interests of the F.A.C.T. Board and the organization would be better served thereby.

Article IX Organizational Structure

Section 1: Committees in General

9.1.1 There are three (3) standing committees – Personnel, Budget/Finance/Audit, Board Search. In addition, the Board Chair may establish one or more ad hoc committees. An ad hoc committee is a group composed of a nucleus of F.A.C.T. Board members plus additional members invited by the committee. The F.A.C.T. Board Chair shall appoint the Chairs of the committees. Each committee chair will attend committee meetings and report regularly to the F.A.C.T. Board. The membership of the committee will be flexible.

9.1.2 The Executive Director may attend committee meetings except those pertaining to his/her own personnel matters.

Section 2: Standing Committees

9.2.1 Personnel

- (a) The Personnel Committee shall be a three member committee appointed by the Board Chair. At least one member must be a Board member.

- (b) The Personnel Committee shall be responsible for:
 - (1) Recommending the hiring, evaluation, salary, discipline and termination of the Executive Director.
 - (2) Reviewing the Executive Director's Personnel Performance Plan for staff.
 - (3) Recommending staff salaries and benefits to the F.A.C.T. Board.

- (c) The Executive Director shall serve as an ex-officio member of the Personnel Committee.

- (d) This committee shall meet as needed.

9.2.2 Budget/Finance/Audit

- (a) The Budget/Finance Committee shall be a three member committee appointed by the Board Chair. The Treasurer shall serve as the Committee Chair for the Budget/Finance Committee. (Article VII, Section 7.6.3)

- (b) The Budget/Finance Committee shall be responsible for:
 - (1) Annual Budget including planning, recommendation and oversight.
 - (2) Leveraging Resources.
 - (3) Oversee and coordinate the annual audit with External Auditors; review their audit findings and report review the Internal Controls in place for F.A.C.T. Administrative Staff; and present the Annual Audit Report and Findings to the F.A.C.T. BOARD.

- (c) The Executive Director shall serve as an ex-officio member of the Finance Committee.

(d) This committee shall meet as needed.

9.2.3 Board Search

(a) The Board Search Committee shall be a three member committee appointed by the Board Chair.

(b) The Board Search Committee shall be responsible for:

(1) Nominating candidates for the F.A.C.T. Board.

(2) Report the slate in writing/e-mail to the F.A.C.T. Board prior to the regular meeting in April.

(c) The executive Director shall serve as an ex-officio member of the Board Search Committee.

(d) This committee shall meet as needed.

Section 3: Authority and Accountability

All committees, including ad hoc committees, shall have the responsibility of achieving their stated purposes and shall exercise the authority reasonably necessary to achieve these. Each committee is accountable to the F.A.C.T. Board. All committees shall submit agendas and minutes of their meetings to the Secretary of the F.A.C.T. Board for record keeping purposes.

Section 4: Administrative Staff

The F.A.C.T. Administrative Staff shall consist of an Executive Director and an Administrative Assistant. Detailed job descriptions for both positions will be maintained and housed in the F.A.C.T. Administrative Offices.

9.4.1 Representative Duties of the Executive Director are as follows:

(a) The Executive Director is responsible for the programmatic, administrative and technical activities of all F.A.C.T. programs.

(b) The Executive Director reports directly to the F.A.C.T. Board of Directors.

(c) The Executive Director has the responsibility to recommend, implement and administer F.A.C.T. policies and all program activities.

9.4.2 Duties of the Administrative Assistant shall be as stated in their job description and further defined by the Executive Director as approved by the Board.

Article X Conflict of Interest of Directors and Officers

Section 1: Conflict of Interest Generally

F.A.C.T. maintains a Code of Ethics and Public Disclosure Policy in order to increase public confidence and trust in the integrity of F.A.C.T. officials and personnel, and to ensure that their actions are independent, impartial, and responsible and that their positions not be used

for personal gain. The Policy is in accordance with Missouri State Statute, RSMo 105.450-105.454. Questions or concerns about ethics and public disclosure should be addressed to the Missouri Ethics Commission at 1-800-392-8660.

Article XI Indemnification of Directors, Officers, Employees and Agents

Section 1: Indemnification Generally

F.A.C.T. shall indemnify any director, officer, employee or agent of the organization (“Indemnified Person”) who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the organization, by reason of the fact that such person is or was a director, officer, employee or agent of F.A.C.T., or is or was serving at the request of the organization as a director, officer, employee, partner or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the organization; and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnified Person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person’s conduct was unlawful.

Section 2: Indemnification in Derivative Actions

F.A.C.T. shall also indemnify any Indemnified Person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, partner or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the organization and except that no indemnification shall be made in respect of any claim, issue or matter as to which such Indemnified Person shall have been adjudged to be liable for negligence or misconduct in the performance of such person’s duty to the organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such Indemnified Person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3: Amount of Indemnification

To the extent that an Indemnified Person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article XI, or in defense of any claim, issue or matter therein, such Indemnified Person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney fees.

Section 4: Standards for Discretionary Indemnification

Any indemnification of an Indemnified Person by F.A.C.T. pursuant to Sections 1 or 2 of this Article XI, unless ordered by a court, shall be made by the organization only as authorized in the specific case upon a determination that indemnification of the Indemnified Person is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XI. Such determination shall be made (a) by the F.A.C.T. Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, should a quorum of disinterested directors so direct, by independent legal counsel in a written opinion.

Section 5: Advances of Expenses

Expenses incurred by an indemnified person in defending a civil or criminal action, suit or proceeding may be paid by F.A.C.T. in advance of the final disposition of such action, suit or proceeding as authorized by the F.A.C.T. Board in the specific case upon receipt of an undertaking by or on behalf of an indemnified person to repay such amount unless it is ultimately determined that the indemnified person is entitled to be indemnified by the organization as authorized in this Article.

Section 6: Non-Exclusivity

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an Indemnified Person seeking indemnification may be entitled under any bylaw of the organization, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and such indemnification shall continue as to an Indemnified Person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the Indemnified Person's heirs, executors and administrators.

Section 7: Insurance

F.A.C.T. may purchase and maintain insurance on behalf of any Indemnified Person who is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, partner or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the organization would otherwise be authorized to indemnify him against such liability under the provisions of this Article XI.

Article XII Contracts, Debts and Assets

Section 1: Contracts and Debts

The F.A.C.T. Board may authorize any officer or agent to execute and deliver appropriate contracts and other instruments, in the name of and on behalf of the organization. Such authorization may be terminated by the F.A.C.T. Board at any time, and may be generally limited to the specific documents. No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by the resolution of the F.A.C.T. Board.

Section 2: Handling of Assets

12.21 F.A.C.T. is its own Fiscal Agent. Funds shall be expended in accordance with the annual budget. The F.A.C.T. Board may amend the budget as needed. Disbursements shall be made according to procedures established by the F.A.C.T. Board. The fiscal year shall be defined as July 1 through June 30.

12.22 No appropriation or expenditure of money or other property of the organization shall be made for any purpose other than to satisfy its legal obligations, except by resolution adopted by the F.A.C.T. Board.

12.23 All contractors must comply with Missouri Law.

12.24 The organization shall adhere to the audit agreement as stipulated in its agreement with agencies of the State of Missouri.

Article XIII Records Inspection

Records of the organization may be inspected for any proper purpose at any reasonable time at the F.A.C.T. business office. Such requests may be made informally; however, at the discretion of the Executive Director, the Freedom of Information form may be required. Individual medical and personnel records shall be excluded from this requirement. Basic financial reports are available for inspection at the F.A.C.T. office.

