



BY-LAWS

MOST Policy Initiative, INC.

A MISSOURI GENERAL NOT-FOR-PROFIT CORPORATION
(July 5, 2019)

ARTICLE I

PURPOSES AND RESTRICTIONS

Section 1.1. The purposes of MOST Policy Initiative, Inc. (the “Corporation”) shall be those nonprofit purposes stated in the Articles of Incorporation and herein. The Corporation is established to promote long-term health, sustainability, and economic growth for people and communities by connecting science and policy at the local and state levels.

Section 1.2. No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to any Director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the nonprofit purposes stated in the Articles of Incorporation.

Section 1.3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 1.4. It is specifically intended that this Corporation at all times shall be an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and that individuals or entities making contributions of gifts to the Corporation shall be able to claim all or any part thereof as a deduction for the purpose of determining liability for federal income taxes. Therefore, the Corporation shall not do or omit to do any act that would be inconsistent with the intent stated in herein.



ARTICLE II

OFFICES

Section 2.1. The registered office and registered agent of the Corporation, in the State of Missouri shall be as provided in the Articles of Incorporation. The location of any subsequent registered office of the Corporation in the State of Missouri shall be determined from time to time by the Board of Directors and kept on file in the appropriate office of the State of Missouri pursuant to applicable provisions of Missouri law. The Registered Agent of the Corporation shall be the Executive Director and shall have a business office identical with such registered office.

Section 2.2. The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri. The corporation may have other offices within or outside the State of Missouri at such place or places as the Board of Directors may from time to time determine.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1. General Powers. The management of all the affairs, property, and interests of the Corporation shall be vested in a Board of Directors. Any ambiguity in these Bylaws, the Articles of Incorporation, or law shall be construed so as to facilitate the continuity of the Board of Directors and not leave the Corporation without Directors. The Board shall be self-perpetuating. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws otherwise prohibited.

Section 3.2. Number, Tenure. The Board of Directors shall consist of 9 members including the President, Vice President, Secretary, and Treasurer, with the Executive Director as *Ex Officio* non-voting. The initial Board, as designated in the Articles of Incorporation, shall serve until the first (founding) 9-member Board is selected. Three members of the founding Board will be appointed for 1-year terms, three for 2-year terms, and three for 3-year terms. Thereafter, the Board will be replaced for staggered three-year terms, where three Directors will be selected each year for 3-year terms. The Board will elect a President to serve as chair of the Board of Directors.

Section 3.3. Executive and Other Committees. The officers of the Corporation together shall constitute an Executive Committee. The Executive Committee shall be empowered to conduct affairs of the Corporation delegated to it by the Board of Directors. A Finance Committee, consisting of the Treasurer as chair and two members-at-large appointed by the



President from the members at large, shall provide for the safe custody of all financial resources of the Corporation and to determine all matters relating to the purchase and sale of all securities held absolutely or in trust.

Section 3.4. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

Section 3.5. Regular Meetings. The Board of Directors shall meet, with proper written notice, two times per year. The Executive Committee shall meet at least once between each meeting of the Board of Directors.

Section 3.6. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or upon written request by any three directors. Such meetings shall be held at such place or places as the directors may from time to time designate.

Section 3.7. Notice. Notice of all regular and special meetings of the Board of Directors shall be given to each director at least ten (10) days prior service of the same by e-mail, by letter, or personally. Such notice need not specify the business to be transacted at, nor the purpose of the meeting, unless specifically required by law or by these bylaws. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 3.8. Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Members of the Board of Directors or any committee designated by the Board of Directors may participate in any meeting by means of telephone conference or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. If less than a quorum is present at any meeting of the Board, then upon the motion of any Director and an affirmative vote of a majority of the Directors present, such meeting may be adjourned to another time.

Section 3.9. Manner of Acting. The act of a 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 is required by statute, these bylaws, or the articles of incorporation.

Section 3.10. Registering Dissent. A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent or abstention to such action with the person acting as the recording secretary of the meeting before the adjournment thereof, or shall forward such dissent by regular or electronic mail to the office of the Executive Director within 24 hours after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.



Section 3.11. Other committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) directors. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

1. Amending, altering, or repealing these Bylaws;
2. Electing, appointing, or removing any director or officer of the corporation;
3. Amending the Articles of Incorporation.
4. Adopting a plan of merger or consolidation with another corporation.
5. Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;
6. Authorizing the voluntary dissolution of the corporation or revoking proceeds therefore; or
7. Amending, altering, or repealing any resolution of the Board of Directors, which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in files kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

Section 3.12. Remuneration. No stated salary shall be paid to directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 3.13. Loans. No loans shall be made by the Corporation to any director.

Section 3.14. Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of a majority of the members of the Board of Directors.

ARTICLE IV

OFFICERS

Section 4.1. Officers. The Officers of the Corporation shall be the President, Vice President, Treasurer, Secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected by the Board of Directors. The four elected officers shall serve as members of the Board of Directors. The President serves a two-year term. A Vice President shall be elected every other year and progress automatically in years 2 and 3 to President. The Secretary and Treasurer shall be elected for 2-year terms each but in alternating years. The first election shall



include a slate of nominees for President, Vice President, Secretary, and Treasurer, with the first Secretary elected for a 1-year term and the first Treasurer elected for a 2-year term, thereafter progressing to the alternating, 2-year terms. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 4.2. The President. The President shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

Section 4.3. The Vice President. The Vice President shall, during the absence or disability of the President, exercise all functions of the President and shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

Section 4.4. The Secretary. The Secretary of the Corporation shall issue notices for all meetings, except for notices of special meetings the Board of Directors, which are called by the requisite number of directors, shall keep minutes of all meetings, and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary of the Corporation.

Section 4.5. The Treasurer. The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation. The Treasurer shall serve as chair of the Finance Committee appointed by the Board and perform such other duties as are incident to the office or are properly required by the Board of Directors.

Section 4.6. The Executive Director. The Executive Director shall be an employee of the Corporation and shall be responsible for the administration and conduct of the business affairs of the Corporation pursuant to guidelines established by the Board of Directors. The Executive Director shall be appointed by and serve at the pleasure of the Board of Directors. The Executive Director shall have full authority for direction of the other employees of the Corporation and shall serve as an *Ex Officio* non-voting member of the Board of Directors.

Section 4.7. Delegation. If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.

Section 4.8. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.



Section 4.9. Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4.10. Loans. No loan shall be made by the Corporation to any officer or other member of the Board of Directors.

Section 4.11. Term-Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.12. Resignation. Any officer of the Corporation may resign at any time by providing written notice to the Board of Directors, President, or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, upon receipt of the notice. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

CORPORATION PROPERTY

Section 5.1. The property of the Corporation is irrevocably dedicated to its scientific purposes and no part of the net income or assets of the Corporation shall inure to the benefits of private persons. Upon the dissolution of the Corporation, its assets remaining after payment or provision for payment of its debts and liabilities, shall revert to the State of Missouri.

ARTICLE VI

WAIVER OF NOTICES

Section 6.1. Whenever any notice is required to be given under the provisions of the Missouri Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII



INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1. The Corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Missouri Nonprofit Corporation Act.

ARTICLE VIII

CONFLICTING INTERESTS TRANSACTIONS

Section 8.1 Definitions. For purposes of this Article:

a. “Conflicting interest” means the interest a director has respecting a transaction effected or proposed to be affected by the Corporation or any other entity in which the Corporation has a controlling interest if:

1. The director knows at the time the Corporation takes action that the director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director’s judgment if the director were called upon to vote on the transaction; or
2. The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director’s judgment if the director were called upon to vote on the transaction:

A. An entity of which the director is a director, general partner, agent or employee;

B. An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (A); or

C. An individual who is a general partner, principal, or employer of the director.

b. “Director’s conflicting interest transaction” means a transaction effected or proposed to be affected by the Corporation or any other entity in which the Corporation has a controlling interest respecting which a director of the Corporation has a conflicting interest.



c. “Qualified director” means any director who does not have either

1. A conflicting interest respecting the transaction; or
2. A familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first director’s judgment when voting on the transaction.

d. “Related person” of a director means

1. A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or
2. A trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

e. “Required disclosure” means disclosure by the director who has a conflicting interest of:

1. The existence and nature of the director’s conflicting interest; and
2. All facts known to the director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

Section 8.2. Director’s Action.

a. Majority Vote. Directors’ action respecting a director’s conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified directors who voted on the transaction after either required disclosure to them or compliance with Section 8.2 (b) below.

b. Director’s Disclosure. If a director has a conflicting interest respecting a transaction, but neither the director nor a related person of the director is a party to the transaction, and if the director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that director from making the disclosure described in Section 8.1 (e), then disclosure is sufficient if the director:

a. Discloses to the directors voting on the transaction the existence and nature of the director’s conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and

b. Plays no part, directly or indirectly in their deliberations or vote.

c. Quorum. A majority (but no fewer than two) of the qualified directors constitutes a quorum for purposes of action that comply with this Article. Directors’ action that otherwise complies with this Article is not affected by the presence or vote of a director who is not a qualified director.



ARTICLE IX

BOOKS, RECORDS AND ANNUAL REPORTS

Section 9.1. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors; and shall keep at its registered office of principal place of business, or the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

Section 9.2. Annual Report. An annual report shall be presented to interested organizations and individuals, upon approval by the Board of Directors. The report shall contain the annual reports of the treasurer and the auditor, a summary of the administration of trust funds, and a record of the activities of the Corporation during the preceding year.

Section 9.3. Report of Financial Affairs. The treasurer shall prepare a full report of the financial affairs of the Corporation at the end of each fiscal year. This report shall be submitted to the Board of Directors for approval and presented to the Corporation at the next stated meeting.

ARTICLE X

AMENDMENTS

Section 10.1. Upon resolution of the Board of Directors or on written proposal signed by three members, these Bylaws may be amended by a majority vote of the Board of Directors.