

**AMENDED AND RESTATED  
BYLAWS  
OF  
SHEFFIELD PLACE**

Effective July 1, 2014

**ARTICLE I**

**Name**

The name of the organization is Sheffield Place (the “Corporation”).

**ARTICLE II**

**Purposes**

Sheffield Place is organized exclusively for charitable, education or scientific purposes, as may qualify it as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). More specifically, such purposes include, but are not limited to: leasing and renovating an appropriate facility for, and operating a transitional living program for homeless, single mothers with children; to help these mothers reach a level of self-sufficiency that will enable them to move into permanent housing after a period of approximately twenty-four (24) months; provide social services to the mothers, *e.g.*, emergency assistance, budget management classes, parenting and self-esteem classes, school placement for children, physical and mental health care, therapeutic counseling, housing counseling, job readiness training and job placement services, among others, to help this transition to more self-sufficiency and to permanent housing.

**ARTICLE III**

**Governance by Board of Directors**

Sheffield Place shall be governed by a self-perpetuating Board of Directors and shall have no members.

**ARTICLE IV**

**Board of Directors**

Sheffield. Place shall have a Board of Directors.

**Section 1. *Composition of the Board of Directors.*** The Board of Directors shall consist of up to 22 persons.

**Section 2. *Powers and Duties.*** The Board of Directors shall oversee the business affairs of Sheffield Place.

**Section 3. *Election of Board Members.*** Board members will be elected at the December

meeting of the Board of Directors by a favorable vote of at least one-half of the currently sitting members. A specially appointed nominating committee or the Organizational Development Committee shall present a slate of nominees to the Board in writing prior to or at the November meeting.

**Section 4. *Terms of Board Members.*** The term of a director shall commence on the first day of the month in which the director is elected by the majority of the Board to serve on the Board of Directors, and shall expire on the last day of the month that is three (3) years following the director's election; provided, however, in the event a director, at the time of the expiration of the director's term, is an officer of the Corporation, such director's term shall expire on the last day of the calendar year in which the director's term expires. Additionally, in the event the term of the President of the Corporation is expiring concurrently with the conclusion of the director's service as President, such outgoing President shall serve an additional one (1)-year term in the role of immediate past president, upon the conclusion of his or her role as President. The President may also serve an additional three (3) year term, if the expiration of the President's term is the initial three (3)-year term (for the first year, as immediate past president or the first and second years, as immediate past president, if the then serving President serves two (2)-years as President),

**Section 5. *Board Vacancies / Term Renewal.*** Board member vacancies will be filled by a majority vote of the Board of Directors at any meeting of the Board, upon notice given in advance of the meeting. An existing director shall be eligible to serve a second three (3) year term on the Board, the confirmation of which shall be subject to a majority vote of the Board of Directors at any meeting of the Board, upon notice given in advance of the meeting.

**Section 6. *Board Member Resignations / Sabbaticals.*** Any member of the Board may resign or request a sabbatical in writing to the President. Members will be notified if their attendance is in conflict with their participation duties required pursuant to Section 12 below.

**Section 7. *Regular Board Meetings.*** Regular Board meetings will be held once a month, except that the Board of Directors may agree not to hold regular meetings as appropriate. No special notice of regular meetings shall be required; however, the Secretary may provide telephonic or electronic reminder notices in advance of regular meetings.

**Section 8. *Special Board Meetings.*** Special or emergency Board meetings may be called by the President, with seven (7) day prior written notice, or, if the President determines an emergency exists, then notice by telephonic or electronic means to all members as far in advance as possible shall be allowed.

**Section 9. *Voting at Board Meetings.*** Except as provided in Article VI, Section 1 below, all matters shall be decided by a vote of the majority of Board members constituting a quorum. Each Board member shall have one vote. No other persons may vote.

**Section 10. *Unanimous Written Consent.*** Notwithstanding Section 9 set forth above and in accordance with Missouri Nonprofit Corporation Act, Revised Missouri Statutes Section 355.381.1, *et seq.*, any action required or permitted to be taken at any regular or special meeting of the Board may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all the Board members. A

written consent or consents may be set forth by electronic means, provided such written consent is provided to the Secretary within 24 hours or such other deadline provided in the notice soliciting such electronic written consent. Upon the Secretary's receipt and verification of all written consents approving the consent action, the consent action of the directors is duly approved, and the electronic consent of each director shall be set forth in the Corporation's minute book. Regardless of whether or not the consent action is approved, the Secretary shall confirm whether the consent action has passed or failed, by email to all directors. The Board at its next ensuing meeting shall ratify any unanimous written consent made by email, and the minutes of the meeting will record the ratification.

**Section 11. *Quorum for Board Meetings.*** Quorum for Board meetings shall be forty percent (40%) of the Board members.

**Section 12. *Board Member Duties.*** Board members are expected to participate in a minimum of 60% of Board meetings in a calendar year, to serve on at least one committee, to assist with fund-raising, and to advocate for Sheffield Place in the community at large. Members who cannot meet this requirement should contact the Board President regarding their participation on the Board of Directors. In the absence of such communication and when a Member has attended less than 60% of meetings, it shall be presumed that the Member has resigned from the Board of Directors and the Member will be notified of such by the Board President or his or her representative.

## ARTICLE V

### Officers, Terms, Elections

Sheffield Place shall have three officers: President, Vice-President/Secretary, and Treasurer. They shall be elected by the Board of Directors in December of each year for a term of one (1) year beginning in January, and may be re-elected to only one successive term.

**Section 1. *President.*** The President shall:

- a. Preside at Board meetings.
- b. Schedule and call meetings.
- c. Appoint committee members and task force members.
- d. Chair the Executive Committee.
- e. Certify proxy votes.
- f. Share with the Executive Director the oversight of committees and task forces to insure their proper functioning.
- g. Notify members of attendance issues and process sabbaticals, resignations, or removals.

**Section 2. *Vice-President.*** The Vice-President/Secretary shall:

- a. Fill in for the President when he or she is unavailable.
- b. Serve on the Executive Committee.
- c. Be responsible for ensuring the maintenance of a file of minutes of Board meetings.

- d. Be responsible for ensuring that copies of the minutes are published and distributed on a timely basis.
- e. Oversee the recording of votes at meetings.
- f. Ensure that the preparation and delivery of notices of meetings as stated in these Bylaws.
- g. Execute required documents.

**Section 3. *Treasurer.*** The Treasurer shall:

- a. Present the monthly financial statements at each Board meeting.
- b. Serve on the Executive Committee.
- c. Be bonded for a minimum of \$100,000.

## **ARTICLE VI**

### **Committees**

Sheffield Place shall have only two standing committees, the Executive Committee and the Finance Committee, and the President, at his or her discretion but subject to advisement of the Executive Committee, may establish subcommittees and special committees for the purposes of conducting the business of the Corporation, as such may be desired and appropriate from time to time.

**Section 1. *Executive Committee.*** The Executive Committee shall be composed of the officers, the immediate past president, and up to two additional Board members appointed by the President. The Executive Director shall serve on the Executive Committee ex officio on a non-voting basis. The Executive Committee monitors the achievement of agency goals and the strategic plan, ensures implementation of decisions, oversees the performance review of the Executive Director, and makes and executes management decisions between meetings of the Board of Directors. Notwithstanding any other provision in these Bylaws to the contrary, the Executive Committee shall possess all the powers of the Board of Directors when the Board of Directors are not in session, provided the minutes of each meeting of the Executive Committee shall be immediately sent by email to each of the directors of the Corporation, and further provided that any action of the Executive Committee, as indicated therein, shall be binding upon the Corporation only where: (a) such action is taken unanimously by the Executive Committee; and (b) a majority of the directors do not object to such action taken by the Executive Committee by email to the Secretary of the Corporation within three (3) days from the date the copy of the minutes is transmitted to the Board; provided, however, in the event the action taken by the Executive Committee is to respond to an emergency situation, the existence of which shall be determined at the reasonable discretion of the President, then, in such event, the unanimous action of the Executive Committee shall be binding upon the Corporation.

**Section 2. *Finance Committee.*** The Finance Committee shall be responsible to review issues relating to the operation of the Corporation, including financial condition and fiscal management, the facility, the annual audit, contracts, oversees the development and implementation of the annual fundraising plan, and other similar issues. The Finance Committee shall also be responsible for one or more fund-raising projects.

## **ARTICLE VII**

### **Finances**

The finances of the organization shall be independently audited annually. The audit will include an opinion of the agency's fiscal operations in relationship to general accepted accounting principles and other contractual obligations.

## **ARTICLE VIII**

### **Limitations on Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the directors or officers of the Corporation, except that the Corporation shall have the authority to pay reasonable compensation for services actually rendered to or for the Corporation. The Corporation shall not participate, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of these Bylaws or of the Articles of Incorporation of the Corporation, or any provision of the Missouri laws governing or pertaining to the Corporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a Corporation described in Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of a future Federal Income Tax Law).

## **ARTICLE IX**

### **Dissolution**

The remaining assets of the Corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows: All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore; assets held by the Corporation under condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; all remaining assets of every nature and description whatsoever, shall be distributed to one or more Corporations, funds, or foundations, qualified for exemption from tax as an exclusively charitable or educational Corporation, fund or foundation under the Internal Revenue Code of 1986, as amended, or its successor provisions.

## **ARTICLE X**

### **Fiscal Year**

The fiscal year shall be from January 1 to December 31 of each year.

## **ARTICLE XI**

**Amendments**

These Bylaws may be amended by a vote of two-thirds of the currently sitting directors, provided the text of the amendment is submitted at least twenty-four (24) hours prior to the meeting of the Board, or by unanimous, written consent utilizing the procedures set forth in Article III, Section 10.

Approved:     December 15, 2014  
                  Sheffield Place Board of Directors Meeting

  
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Board Vice President / Secretary