

Smart Girls Rock Foundation Bylaws

Article I -Name

The name of the organization shall be the "**Smart Girls Rock Foundation.**" It shall incorporate under Missouri statutes for not-for -profit corporations.

Article II –Purpose

The purpose of the “Smart Girls Rock Foundation” is to award scholarship monies to women who have performed well academically and can demonstrate that they have the ability to make an impact on their environment socially by being a good leader and contribute intellectually in multiple forums.

Article III – Board of Directors

Section 1. Management

The affairs of the corporation shall be managed, supervised, and controlled by a self-perpetuating board of directors consisting of not less than three (3) and not more than (10) persons (as decided from time to time by the board of directors) in a manner specified in section 2.

Section 2. Meetings

The annual meeting of the board of directors shall be held on the second Thursday of the month of March. All meetings of the board, regular or special, shall be held at the principal office of the corporation, or at such time and place within or without the State of Missouri as shall be determined by the chairperson or, if not designated by the chairperson, then as determined by the board of directors. The annual meeting shall be held for the purpose of electing officers and directors and transacting other business as may come before the meeting. Special meetings of the board of directors may be called by or at the request of the chairperson, or in the absence of the chairperson, by any two directors.

Members of the board of directors or of any committees designated by the board of directors may participate in a meeting of the board or committee by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing set forth the action to be taken and are signed by all members of the board or of the committee as the case may be. The consent shall have the same force as the effect of a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The secretary shall file the consents with the minutes of the meetings of the board of directors or of the committee as the case may be.

Section 3. Notice

Notice of any annual or special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each director at such director's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the board of directors needs to be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum

Two-thirds of the incumbent members of the board of directors shall constitute a quorum for the transacting of business at any meeting of the board of directors.

Section 5. Manner of Acting

The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the board of directors unless a greater number is required under the Articles of Incorporation, these bylaws, or any applicable laws of the state of Missouri.

The chairperson shall only cast a vote pertaining to decisions made by the board of directors when a vote of the regular board members results in a tie. In such an instance the vote of the chairperson is required.

IV. TERMS AND ELECTION OF DIRECTORS

Article IV -Terms and Election of Directors (Board of Directors Model)

Section 1. Terms

Each director shall be elected for a term of three (3) years, at an annual meeting of the board of directors.

Vacancies occurring on the board of directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office. Any director may succeed himself/herself indefinitely.

Section 2. Vacancies

When vacancies occur, the board shall consider the following criteria for the selection of board members:

1. Board members shall be women residents of a state within the United States
2. The board of directors shall regularly seek the advice and counsel of the beneficiaries of all activities promoted by the Corporation in all its decisions.
3. The initial members of the board of directors shall be:

a. L. Melinda Anielewski-Beeler, MBA

610 White Rd.

Chesterfield, MO 63017

b. Sandra Moser, FNP

106 E Harrison St

Brunswick, MO 65236

c. Cheryl Thompson, MD

424 E Arrow

Marshall, MO 65340

d. McKenna Beeler

610 White Rd

Chesterfield, MO 63017

e. Kelsey Murray, MD

16187 Chatman Dr., Apt 107

Strongsville, OH 44149

Section 3. Removal

The board of directors may, by resolution adopted by a majority of the directors, remove a fellow board member for just cause. If a board member is absent from three consecutive regular meetings of the board of directors, that board member may be removed by an action of the majority of the board members present at a regular or special meeting.

V. OFFICERS

Article V -Officers (Board and Membership Model)

Section 1. Officers

- 1) Officers: The officers of the Smart Girls Rock Foundation shall be the Chairperson, Vice Chairperson, Secretary, Treasurer and Sergeant-at-Arms.
 - a. Term: Each officer shall take office at the March annual meeting and shall serve for a term of three years.
- 2) Removal: Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds of the membership present at the meeting.
- 3) Duties: The officers shall perform those duties customarily assigned to the offices held.

Chairperson - The chairperson shall preside at the meetings of the Smart Girls Rock Foundation, shall make committee appointments, and shall otherwise be responsible for the conduct of the business of the organization.

Vice Chairperson - The vice chairperson shall assist the chairperson as may be requested by him/her, and shall perform the duties of the chairperson or secretary in his/her absence or in the event of his/her inability or refusal to act.

Secretary -The secretary shall be responsible for keeping the minutes of the meetings of the corporation and distributing copies of these minutes to all current members at least a week prior to the next meeting. They shall see that all notices are duly given in accordance with the provisions of these by-laws; maintain a list of members; and in general, perform all duties incident to the office of secretary.

Treasurer - The treasurer shall be responsible for keeping and receiving records of all the funds of the Smart Girls Rock Foundation; deposit such funds in a depository approved by the officers; and pay authorized expenses upon order of the officers.

Sergeant-at-Arms -The sergeant-at-arms shall act as the parliamentarian as defined in Robert's Rules of Order Revised. The sergeant-at-arms shall be responsible for facilitating the meetings according to Article IX a.

Section 2. Past Chairperson

The past chairperson shall serve as an ex-officio officer providing assistance to the chairperson and other officers until a transition has been completed.

VI. COMMITTEES

Article VI -Committees (Board of Directors Model)

The board of directors, as necessary, may designate regular or special project committees, or such committees as designated by the chairperson.

1. a) The Chairperson of a committee shall be a representative from the board of directors.
2. b) The chairperson of the Smart Girls Rock Foundation be an ex-officio member of all committees.
3. c) Meetings of each committee may be called by its chairperson or by the chairperson of the Smart Girls Rock Foundation on five days notice to the members of the committee. Committees shall meet as often as is necessary to conduct their business.
4. d) All committees shall keep brief minutes of committee meetings and submit a summary of the minutes at regular board meetings.
5. e) The action of a majority of the members present and voting at a committee meeting shall be the action of the committee.
6. f) Each board member shall be an active member of one or more committees.

VII. AMENDMENTS

These bylaws may be amended by a two-thirds majority vote of the members present and voting at any duly called meeting or special meeting of the corporation called for that purpose. Each proposed amendment shall be presented at a meeting prior to being voted upon and shall be printed in the minutes of that meeting.

VIII. PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order Revised shall govern the Community Association in all cases in which they are applicable and in which they are not in conflict with these bylaws.
2. The above bylaws are hereby adopted and made immediately effective by affirmative vote by the undersigned directors this 1st day of April 2025.