

DRAFT- 14 DEC 09
Revisions Reflected in Blue As Approved By the BoD During the 14 Dec
2009 Meeting

FLORISSANT VALLEY SHELTERED WORKSHOP– BY LAWS

ARTICLE I - NAME

Section 1.01 The name of this organization shall be Florissant Valley Sheltered Workshop, **DBA Valley Industries**

ARTICLE II – MISSION STATEMENT/PHILOSOPHY

Section 2.01 It shall be the mission of this organization to provide dignified, meaningful employment to developmentally disabled adults and other individuals with disabilities over the age of sixteen (16) who have demonstrated a productive work capacity in a sheltered workshop.

ARTICLE III - CHARACTER OF ORGANIZATION

Section 3.01 This is a nonprofit membership organization incorporated under the laws of Missouri.

ARTICLE IV - MEMBERSHIP

Section 4.01 Any person interested in the welfare of individuals with disabilities, including clients and their families, and who have paid their annual dues may become an individual member of this organization.

Section 4.02 Each member shall be entitled to one vote.

Section 4.03 The Board of Directors, shall recommend annual membership dues, to be then be approved by the general membership at the annual meeting.

ARTICLE V - MEETING OF MEMBERS

Section 5.01 The membership shall meet at least once a year during January, which shall be the annual meeting of the organization.

Section 5.02 A special meeting of the members may be called by the President a majority of the members of the Board of Directors, or by ~~25% fifteen members~~ of the general membership. In each case the purpose of the meeting shall be stated when called.

ARTICLE VI - THE BOARD OF DIRECTORS

Section 6.01 The management of the organization shall be vested in the Board of Directors.

Section 6.02 The elected members of the Board of Directors shall consist of no less than twelve, one third of whom shall be elected each year for a term of three years.

Section 6.03 The Board of Directors shall be empowered to elect up to four additional Directors to the Board for one-year terms for valid considerations.

Section 6.04 The Board of Directors shall be elected at the annual meeting.

Section 6.05 Vacancies occurring for any reason among Directors shall be filled temporarily by the Board of Directors from among candidates submitted by the nominating committee. Interim Directors shall serve until the next annual meeting at which time Directors shall be elected by the membership to fill the unexpired terms.

Section 6.06 Should a Director become unable or unwilling to serve on the Board, the Executive Committee shall investigate the cause and report to the full Board. The Board, by majority vote, shall then have the option of declaring such Director's seat vacant.

Section 6.07 The Board of Directors shall meet regularly at least nine times a year to conduct business.

Section 6.08 The Executive Director ~~and General Manager~~ shall be a ~~members~~ of the Board of Directors without vote.

Section 6.09 A quorum of the Board of Directors shall be more than one half of the members present in person or via telephone.

Section 6.10 Special meetings may be called by the President or by more than one half of the members of the Board of Directors or by fifteen members of the organization. **In the event that time constraints prohibit the board from meeting in person, Board Members may vote by electronic means.**

ARTICLE VII - OFFICERS

Section 7.01 The officers of the Board of **Directors** shall be President, Vice-president, Secretary and Treasurer and shall be elected from among the elected Directors by the Board at a meeting to be held immediately after the annual meeting.

Section 7.02 The Officers of the Board shall serve one (1) year or until their successors have been duly elected.

ARTICLE VIII - EXECUTIVE COMMITTEE

Section 8.01 The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer.

Section 8.02 The Executive Director ~~and General Manager~~ shall be a member of Executive Committee without vote.

Section 8.03 Recommendations made or action taken by the Executive Committee are subject to ratification by the Board.

Section 8.04 The Executive Committee shall meet as required at a time and place designated by the President.

Section 8.05 A quorum of the Executive Committee shall be three members.

ARTICLE IX - THE BOARD OF TRUSTEES

Section 9.01 All gifts and bequests of money or property, to be held in trust, or which shall be so designated by the Board of Directors, shall be held, invested and reinvested and managed by the Board of Trustees. Income received from such property and such investments shall be paid to the Treasurer of the organization. The Trustees may enter into an agreement for assistance in making investments. Principal funds so held in

trust may be withdrawn from said trust by action of Board of Directors with the consent of the Trustees, if not in violation of the terms of the gifts or will under which said funds were received.

- Section 9.02 The organization shall have three (3) Trustees, who with the President and Treasurer of the organization shall form a Board of Trustees
- Section 9.03 The President of the organization shall serve as chairman of the Board of Trustees.
- Section 9.04 The President shall appoint three (3) trustees with the approval of a majority of the Board of Directors. Said trustees shall not be members of the Board of Directors.
- Section 9.05 The Executive Director shall be a member without vote of the Board of Trustees.
- Section 9.06 Vacancies on the Board of Trustees shall be filled by a majority vote of the remaining members of the Board of Trustees.
- Section 9.07 The Board of Trustees shall meet as needed.

ARTICLE X - COMMITTEES

- Section 10.01 There may be the following committees appointed by the President with the approval of the Board: Nominating, ~~Personnel~~ Human Resources, Audit/Finance, Capital/Grounds Improvement, Compliance, Strategic Planning, Membership/Fund Raising.
- Section 10.02 The Nominating Committee shall consist of three members, two of whom shall be Directors. They shall be responsible for presenting candidates for all Directors and Trustees to be elected at the annual meeting. They shall also be responsible for presenting candidates to the Board to fill vacancies occurring between annual meetings among the Directors and the Board of Trustees. The Chairman shall have served as a member of the nominating committee for the preceding year.
- Section 10.03 The ~~Personnel~~ Human Resources Committee shall be responsible for recommending to the Board of Directors and the Executive Committee all matters pertaining to the personnel policies and practices of the organization.

- Section 10.04 The Membership/**Fund Raising** Committee shall be responsible for recommending types of memberships, for maintaining an active membership, and for strengthening community interest in the organization, **grant writing as required and fund raising.**
- Section 10.05 The **Audit/Finance** Committee shall consist of the President, Treasurer and the Executive Director and shall be responsible for preparing the budget, planning the financial program ~~and raising funds.~~
- Section 10.06 The Capital/Grounds Improvement Committee shall be responsible for the improvements required to keep Valley Industries competitive and its employees safe.**
- Section 10.07 The Compliance Committee shall be responsible to ensure the compliance with all laws and the organization's by-laws.**
- Section 10.08 The Strategic Planning Committee shall be responsible for the organization's Strategic Plan which will guide the organization for the next several years. This plan will be revised yearly.**
- Section 10.09** The President shall be empowered to appoint **committee chairs** and other committees when the need arises.
- Section 10.10 The President shall be a member of all committees. The Executive Director ~~shall be~~ **may** be a member without vote of all committees.

ARTICLE XI - FUNDS OF THE ORGANIZATION

- Section 11.01 The operating funds of the organization shall be deposited in the name of the Corporation in such bank or banks as the Board of Directors may from time to time determine.
- Section 11.02 All checks shall be signed and/or countersigned by those officers of the Board of Directors or the Executive Director ~~or General Manager~~, as the Board of Directors may from time to time determine.
- Section 11.03 Members of the Board of Directors, Board of Trustees and staff responsible for receiving and/or disbursement of funds

must give adequate bond, the premium thereof to be paid by the organization.

ARTICLE XII - FISCAL YEAR

- Section 12.01 The fiscal year of the organization shall end on the 31st of December.
- Section 12.02 A report of the organization's financial affairs shall be audited by an independent Certified Public Accountant at the end of the fiscal year and at such other times as may be determined by the Board of Directors.
- Section 12.03 The Executive Director shall submit an annual report of the state of the organization at the annual meeting.

ARTICLE XIII - AMENDMENTS TO THE BYLAWS

- Section 13.01 These Bylaws may be amended by a majority vote of the members present and voting at a membership meeting, provided notice of such amendment is given in writing through the mail at least thirty (30) days in advance of the meeting at which action is to be taken.

ARTICLE XIV - CONFLICT OF INTEREST

- Section 14.01 To avoid potential conflict of interest, no business shall be conducted by Florissant Valley Sheltered Workshop, Inc. with any employee, consultant, consumer or Board Member or any business with which that individual is affiliated, that would result in excess profits to that employee, consultant, consumer or Board Member or Officer.

Any type of business affiliation involving exclusive use of a Board Member or a firm with which that individual is associated shall require Board approval.

ARTICLE XV – PARLIMENTARY AUTHORITY

- Section 15.01 Robert Rules of Order shall govern the procedures at Membership Meetings, Board of Directors Meetings, Committee Meetings and Board of Trustees Meetings.