

**BY-LAWS
And
STANDING RULES
Of
The Fourth City Sisters of the Abby of the Glittering Arch
of Saint Louis, Missouri, Inc.
A Corporation Governed by the Non-Profit Laws of the State of Missouri**

**ARTICLE I
ORGANIZATION**

SECTION 1: Name

The name of the Organization shall be The Fourth City Sisters of the Abby of the Glittering Arch of Saint Louis, Missouri, Incorporated.

SECTION 2: Formal Uniform of Fully Professed Members

The formal uniform of Fully Professed Nuns and Guards shall be determined as needed by a vote of acting members of the House.

SECTION 3: Organization Logo

The official logo of the House shall be as follows:

SECTION 4: Organization Slogan

The official slogan of the House shall be

**ARTICLE II
PURPOSE**

SECTION 1: Specific Purposes: The purpose of The Fourth City Sisters of the Abby of the Glittering Arch of Saint Louis Missouri Inc. are exclusively:

A. To serve as a charitable public-benefit organization, engaged in fundraising and spiritual and educational community outreach within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the Code). (All references to the Code herein also include the corresponding provisions of any future United States Internal Revenue Law and the regulations promulgated hereunder.)

B. To raise funds for charities and other non-profit organizations qualified under the 501(c)(3) of the Internal Revenue Code, to receive gifts and grants, and to use such raised funds, gifts, and grants for their proper purposes, or to make distribution thereof for purposes and activities that qualify as exempt under Section 501(c)(3).

SECTION 2: General Purposes

A. To sponsor and promote educational awareness of the general public and specific communities of the importance of safety and health issues regarding safer sex practices within the LGBTQ+ community.

B. The promulgation of Universal Joy; the expiation of stigmatic guilt; public manifestation; and habitual perpetration. That means, the FCS works to spread joy and happiness, to help stamp out personal and community guilt, and to minister to the LGBTQ+ community.

C. To eliminate prejudice and discrimination, to defend human and civil rights, and to celebrate the diversities, with the goal of achieving respect for individuals and groups within the LGBTQ+ community.

D. To strive to unite LGBTQ+ individuals within the community through charitable fundraising events, theatrical productions, and other means to meet the needs of all who are in need.

ARTICLE III NONPARTISAN

Section 1: Nonpartisan Activities of the Organization

- A. The organization will not substantially participate or intervene on behalf of or against any cause or measure being submitted to the public for a vote. No substantial part of the activities of this organization or earnings of this organization shall be used to publish or disseminate anything whose purpose would be to attempt to influence legislation, and the organization shall not substantially participate or intervene in any political campaign on behalf of any candidate running for public office.
- B. The organization shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose described above as set in these By-Laws.

ARTICLE IV DEDICATION OF ASSETS

Section 1: Properties and Assets of the Organization

The Properties and assets of this organization are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains, profits dividends or assets of this organization on dissolution or otherwise, shall inure to the benefit of any private person or individual or any

General Members or Officers or Director of this organization. On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes consistent with this organization's philosophy, provided that the organization continues to be dedicated to the exempt purposes as specified in the 501 (c) (3) of the Internal Revenue Code

ARTICLE V OFFICES AND RECORDS

Section 1: Registered Office and Agent

The location of the registered office and the name of the registered agent of the organization shall be determined from time to time by the Officers and Directors of the organization and filed in the appropriate office of the State of Missouri pursuant to applicable provision of Law.

Section 2: Offices

The organization may have such corporate offices within the City of St. Louis and the Counties around the City of St. Louis in the State of Missouri as the Officers and the Directors of the organization from time to time may determine or the business of the organization may require. The "Principle place of business" or "Executive" offices of the organization may be fixed and so designated from time to time by the Officers and Directors of the organization, but the location of residence of the organization shall be deemed for all purposes to be in the City or County in which its registered office in the State of Missouri is maintained.

Section 3: Records

The organization shall keep at its registered office or principle place of business, original or duplicate books in which shall be recorded the amount of its assets and liabilities, the name and places of residence of its Officers and Directors (herein after "Board of Directors") of the organization, and such other additional records, statements, list and information as may be required by Law and as directed by the Organization.

ARTICLE VI MEMBERSHIP

SECTION 1: General Membership

A. General Membership (GM) in the Organization shall be open to all who are of the legal age of 21 at the time of membership who have the interest, drive, and passion in the goals of the FCS, and who shall have demonstrated commitment to the FCS by sustained participation in its activities of community service, entertainment, and educational community outreach.

B. General Membership is open to all regardless of sex, marital status, sexual orientation, gender, race, religion, national origin, physical ability, and financial status.

C. A GM wishing to transfer Membership to FCS from another House or Mission must request the Mistress/Master of Novices (MON) to contact their original House to ensure they are currently a Member in good standing.

SECTION 2: Classification of Members

There are four levels of Membership to the FCS: Aspirant, Postulant Member (PM), Novice Member (NM), and Fully Professed Member (FPM). The formal process of elevation takes approximately eight months to one year from Aspirant to FPM.

A. Aspirant: Begins when an individual declares their intent to join at a meeting of the GM through their submission of a Membership Application. To be considered for elevation to the level of Postulant, the Aspirant must attend a combination of three GM meetings and/or events approved by the House.

1. During the time of Aspirancy the Aspirant should be developing a relationship with the GM of the FCS, participating in events, watching how the GM works and operates during events and community outreach, and learning about the mission of SPI, Inc.

2. The Aspirant is **NOT** considered a member of the FCS and has no voting rights or privileges.

3. The Aspirant is encouraged to attend events of the House. They may not wear the Formal Uniform, including white face/guard make-up, but they are encouraged to wear outfits appropriate for the event.

4. After their first meeting and prior to receiving a sponsor, an Aspirant shall submit a completed Membership Application to the Mistress of Novices (MON), indicating their interest in becoming a member of FCS.

5. After submitting a Membership Application, they will be request or be assigned by the MON a NM or FPM to be their sponsor.

5. After a combination of three General Meetings and/or events, the sponsor shall recommend the Aspirant be elevated to PM, the next level of Membership. A majority vote by all GM attendees in good standing and with voting rights is required for the elevation to PM.

B. Postulant Member (PM): Postulants are in training and continue to further their relationship with the FCS. This level takes a minimum of four months to continue.

1. A PM must attend four meetings of the GM of FCS and must attend as many events as possible approved by the House. A PM shall request a NM or FPM to be their main sponsor and mentor during the time of Postulancy.

2. A PM shall select a Sacred Sister/Guard name and will be identified as Postulant [Sacred Name].

3. A PM is a member of the House without voting rights and may not hold a Board of Directors position. They may, however, serve on committees and speak at GM meetings.

4. A PM may not speak on behalf of the House to the press or public, either in person or through social media. All questions regarding FCS shall be directed to a NM or FPM.

5. A PM may not wear the Formal Uniform but may wear white face or Guard makeup. A Postulant Sister shall wear a habit of plain white and a simple white veil. A Postulant Guard shall wear a black uniform approved by their mentor and the MON.

6. A PM will be required to plan, organize, and produce—with the assistance of their mentor—one community educational outreach/charity fundraising event. This event shall be submitted to the GM for approval prior to the execution.

7. Once all requirements have been met, the PM's sponsor, with approval of the MON, may recommend the PM for elevation to Novice Member (NM). If either the sponsor or MON feel the PM needs more time to develop the attitudes, understandings, and/or skills necessary to continue, they may postpone their recommendation for elevation or recommend the PM be separated from the House.

Following the recommendation by the PM's sponsor and MON, all Aspirants and other Postulants shall leave the room, and the GM will have the opportunity to quiz the PM on the Sistory of the Order, the individual's motivation to become a Sister/Guard, and any other topic related to the candidate's potential for success as a Novice. The GM will then vote on their elevation after a discussion of the PM's potential for further success. A 2/3 vote of all active GM attendees is required for the elevation. If a 2/3 vote is not achieved, members will determine to either (a) extend the time required as a PM, or (b) separate them from the House. A newly-elevated NM will NOT be allowed to vote on any candidates being elevated to NM at the same meeting as themselves.

8. A PM may attend out of town events sponsored or produced by other approved Missions or Houses within the World Order when accompanied by a NM or FPM of FCS.

C. Novice Member (NM): The Novitiate begins to manifest the outward appearance of a FPM of FCS with the help of their main FPM sponsor and continues to further their relationship with the House and community. At their elevation, a NM will take Novice Vows. Novice Nuns will receive their official cornettes and Novice guards will receive their Novice pins/masks.

1. A NM must attend all meetings of the GM of FCS and attend all events produced or sponsored by the House, unless excused by the MON.

2. The NM may wear the Formal Uniform, including white face or Guard makeup. A Novice nun may only wear a white veil.

3. The Novitiate lasts for a minimum of four months.

4. The NM, with help of their FPM sponsor, shall plan, organize, and produce two events.

5. The NM is a GM of FCS with full voting rights and privileges.

6. A NM may serve on committees. With consent of a majority of sitting members of the Board, a NM may take a position on the Board of Directors.

7. After a minimum of four months and the successful completion of all requirements for the Novitiate, the NM may be recommended by their sponsor and the MON for elevation to FPM. Following the recommendation by the NM's sponsor and MON, all Aspirants and Postulants shall leave the room, and the FPMs will have the opportunity to quiz the NM on the Sistory of the Order, the individual's motivation to continuing as a Sister/Guard, and any other topic related to the candidate's potential for success as a FPM. The FPMs will then vote on their elevation after a discussion of the NM's potential for further success. A 2/3 vote of all active FPM attendees is required for the elevation. If a 2/3 vote is not achieved, members will determine to either (a) extend the time required as a NM, or (b) separate them from the House.

D. Fully Professed Member (FPM): As soon as possible after being approved for elevation, the FPM shall take final vows. The FP Sister shall receive a black veil. A FP Guard shall receive a Guard's pin. A FPM of FCS may wear the Formal Uniform. A FP Sister may wear a black veil or a veil of any color they choose. FPMs may wear any habit or uniform they feel appropriate for the occasion.

1. The FPM of FCS is encouraged to attend out of town events sponsored or produced by approved Missions or Houses within the World Order. They are also encouraged to report on such event through oral presentations at GM meetings and/or social media.

2. A FPM of FCS should organize, plan, and produce at least two fundraising and/or community outreach events per year, including serving as co-chair with any PM or NM they may be mentoring.

SECTION 3: VOTING RIGHTS

Only NM and FPM in good standing have the right to vote in elections and on issues brought before the FCS.

SECTION 4: GOOD STANDING

A NM or FPM of FCS shall be considered to be in good standing if:

- A. They have less than three consecutive unexcused absences.
- B. They are not on sabbatical.
- C. They have not been censured nor had any rights restricted by the GM.

SECTION 5: ACTIVE STATUS

A. To be considered an Active Member, a NM or FPM must attend/assist at three official FCS events or attend five GM for any given 12-month period. Any member failing to meet this requirement will be considered inactive.

B. Once inactive, the Secretary of FCS shall contact the member advising them of their inactive status and informing them that they have three months to attend the minimum event meetings or they will be considered retired. Once the Secretary has sent notice to the Member, the Secretary must report the inactive status to the GM. The Secretary must send a second notice 30 days prior to any action being taken by the GM.

C. Prior to the end of this three months inactive period, a Member may request the GM to grant them dispensation to remain inactive for up to an additional 12 months. Dispensation must be approved by a majority vote at a GM meeting. The GM may choose to extend dispensation for indefinite time by a majority vote at a GM meeting. Revocation of dispensation for inactive status shall also require a majority vote at a GM meeting.

SECTION 6: RESIGNATION, SABBATICAL, REMOVAL, AND CENSURE

A. Resignation

Resignation of a Member shall be effective upon receipt of a written or verbal request to any member of the Board of Directors. The Secretary shall send an email or equivalent message to the resigning member verifying the resignation within three business days of notification. It is the duty of any member of the Board of directors to notify the Secretary of a resignation with 24 hours. Resignation may be rescinded by the resigning member up to seven days after receipt of the verification message from the Secretary. Notice of resignation shall be read into the minutes of the subsequent GM meeting.

B. Sabbatical

A member may request a sabbatical or leave of absence from FCS for a specific period of time. A Member may also be paced on sabbatical by a majority vote at a GM meeting. During sabbatical a member loses voting rights and any right to represent FCS in public.

C. Retirement

The retirement of a GM in good standing shall be effective upon receipt of written or verbal request to any member of the Board of Directors. A retired Member of FCS is considered a Member of the House without voting rights. They may not be a member of the

Board of Directors or serve on any House committees. They may attend GM meetings and attend in face events sponsored by the House. They may attend out-of-town events in face but may not speak or officially represent the House without direct approval by the Abbess/Abbot of FCS.

D. Censure and Suspension

Any Member may be censured and have any or all of their rights as expressed in these By-Laws or any other document of FCS suspended for a specific time. To censure and/or suspend a member's rights, including the right to vote, requires a 2/3 vote at a GM meeting.

A member of the Board of Directors must be informed of the motion to censure or suspend rights, to whom it pertains, and reasons for the motion at least 24 hours in advance of the GM meeting in which the motion will be presented. The motion to suspend rights and/or censure must include the reason for the action, the rights that are to be suspended, and the duration of the suspension. A suspended member's rights are automatically resorted to the same status as before the suspension at the end of the stated time, unless another vote to extend the suspension is passed in the same manner as stated above before the end of the original suspension period.

D. Removal

The Board of Directors shall have the power, upon written complaint by at least three Members of the GM who are not on the Board, to initiate the removal of a Member of FCS at any regular Board of Directors meeting or any special Board meeting called for that purpose.

1. Upon review of the written complaint, the Board shall determine if cause exists to refer the matter to the GM. Cause shall exist when performance of duties or representation of FCS is in question, which may include, but is not limited to, those items defined in these By-laws.

2. The FCS shall have the power to remove any member with cause, as defined by the Board of Directors, at any regular GM meeting or special meeting expressly called for that purpose. A 2/3 vote of all active GM with voting rights and are present is required to remove a Member from the FCS House.

SECTION 7: MEMBERSHIP LIST

A. The Secretary shall prepare and keep updated a complete list of all members, their status, and pertinent contact information.

B. All GM personal information shall be deemed to be private. No personal information of a Member shall be shared to outside resources except as prescribed by the Laws of the State of Missouri.

C. Only Board of directors shall have their contact information made available for outside resources or as prescribed by the Laws of the State of Missouri.

ARTICLE VII MEETINGS

SECTION 1: REGULAR MEETINGS

Regular GM meetings shall take place each month at a time and place set forth at the previous meeting or as otherwise determined by the GM. The meetings, time, and location may be changed upon a simple majority vote of the GM.

SECTION 2: ANNUAL MEETINGS

The Annual GM Meeting for the election of Officers and Board of Directors shall be held each April.

The Secretary shall notify every active GM Member in good standing the date, time, location, and agenda of the Annual Meeting at least one week prior to the meeting.

SECTION 3: SPECIAL MEETINGS

Special meetings may be held for any purposes. They may be called by any member of the Board of Directors, or upon written request of 1/5, but not less than four members entitled to vote. Such request shall state the purpose proposed for having the meeting to be called. Each special meeting of the GM shall be held at such time, date, and location as the Board of Directors or the person(s) calling the meeting shall determine.

The Secretary shall notify all active GM members of the date, time, location, and purpose of such meeting.

No other business other than that specified in the notice may be transacted at such special meeting.

SECTION 4: CHANGES TO MEETING DATE, TIME, AND/OR LOCATION

Meetings, date, time, and location may be changed upon a simple majority of all active GM with voting rights. Any changes to date, time, or location of meeting must be made within one week prior to the original scheduled meeting. For any changes not meeting the one-week requirement, a member of the Board of Directors must contact all GMs and guests within 24 hours regarding the change. Any GM or guest who is not able to attend the newly scheduled meeting shall be credited time and attendance.

ARTICLE VIII VOTING OF BUSINESS AFFAIRS

SECTION 1: VOTING

At all GM meetings, except for the election of Officers and Directors, all votes shall be by raising of hands by active Members with voting rights.

A. All active GM in good standing shall be entitled to one vote on all matters appropriate for consideration.

B. At any regular or special meeting, if a majority agrees, any question may be voted upon through secret ballot.

C. At the Annual Meeting, voting for Officers and Directors shall be done by secret ballot.

1. Prior to the meeting, the MON shall appoint a committee of three who shall act as Inspector of Elections and whose names shall be listed in the minutes of the meeting.

2. No Inspector of Election may be being considered for any office being voted on.

D. No proxies are accepted on any vote.

E. A quorum for all meetings shall consist of a simple majority of all active Members who are eligible to vote.

SECTION 2: PHONE/EMAIL VOTING

When an issue comes before the GM that requires resolution before the next scheduled GM meeting, and a special meeting cannot be called, the issue may be voted on by either phone, email or other appropriate social media. The President or any three FPM in good standing may call a phone or email vote. However, only a member of the Board of Directors is authorized to conduct the vote under the following guidelines:

A. Any condition that would normally be attached to the vote in a GM meeting is attached to the special vote. For example, if the vote requires a 2/3 majority, the phone/email vote also requires a 2/3 vote.

B. The reason for the vote, the pro and con sides of the issue, and motion must all be presented using the exact same language to each member voting.

C. The Officer conducting the vote cannot campaign either for or against the issue nor can they respond to questions about the issue.

D. The vote must be completed 48 hours after the first member is contacted, and the complete text of the motion must be sent to the Secretary of FCS.

E. Enough Members must respond to satisfy a quorum.

F. The House must ratify the motion at the next GM meeting.

SECTION 3: PARLIAMENTARY AUTHORITY

GM meetings, although informal, shall be conducted with Robert's Rules of Order as a general guide.

ARTICLE IX ORDER OF BUSINESS

1. Roll Call and Introductions
2. Minutes of Previous Meeting
3. Membership Status

4. Reports of Officers
 1. Abbess/Abbot
 2. Mistress/Master of Novices
 3. Mistress/Master of Records
 4. Treasurer
5. Reports of Directors (As Appropriate)
 1. Membership
 2. Public Relations
 3. Events, Education, & Community Outreach
 4. Other
6. Old Business
7. New Business
8. Announcements
9. Next Meeting
10. Adjournment

ARTICLE X OFFICERS AND DIRECTORS

Section 1: Number and Qualifications of Officers and Directors

The business of the FCS shall be managed by Officers elected by the GM with voting privileges at the time of election. When the Officers determine that the House has reached a large enough membership, they will call for the election of Directors. This management board shall be identified as the Board of Directors, or simply the Board. At least 2/3 of the members of the Board of Directors shall be residents within the City or County of St. Louis, Missouri, and a citizen of the United States of America.

Section 2: The Officers of the Board shall consist of the following

- A. President (Abbess/Abbot)
- B. Vice President
- C. Secretary
- D. Treasurer

Section 3: The Directors, once the Officers have determined the membership of the House has reached a large enough membership to warrant them, shall consist of the following:

- A. Director of Membership (Mistress/Master of Novices)
- B. Director of Public Relations
- C. Director of Events, Education, and Community Outreach
- D. Director(s) at Large

Section 4: Number of Members of the Board of Directors

The Board may increase or decrease the number of Directors by a majority vote of the entire Board, but the number of Board Officers shall at no time be less than four. No decrease in the number of Directors shall shorten the term of any incumbent Directors.

Section 5: Qualifications:

All members of the Board must be active members in good standing of the Fourth City Sisers.

**ARTICLE XI
DUTIES OF THE BOARD OF DIRECTORS**

Section 1: President (Abbess/Abbott)

- A. The President shall be the chief Director of the GM. The President shall preside at all meetings of the GM or the Board. They shall have general and active management of the activities of the FCS and shall carry into effect all directions and resolutions of the House.
- B. The President shall oversee all committees, temporary and permanent.
- C. The President shall see all books, reports, financial reports, and certificates required by Law are properly kept and filed.
- D. The President shall be one of the officers who signs the checks or drafts for the House.
- E. The President shall be, unless the Board otherwise provides, an ex-officio member of all subcommittees.
- F. The President shall serve as the representative to the United Nuns' Privy Council (UNPC), with an alternate chosen from the FP members.
- G. The President shall present at each annual meeting of the FCS a report of the work of the House.
- H. The President shall have other duties that may be prescribed elsewhere in these By-laws or from time to time by the GM.

Section 2: Vice President

- A. The Vice President, when the President is absent, disabled, or unable to act, shall perform the duties and exercise the privileges and power of the President, unless otherwise prescribed herein, and shall perform other duties as prescribed by the Board.
- B. The Vice President shall serve as the Mistress/Master of Novices when no Director holds that position.
- C. The Vice President may be one the of Officers to sign checks and drafts for the House.

Section 3: Secretary

- A. The Secretary shall keep the minutes and records of the House in appropriate books and electronic files. It will be their duty to file any certificate required by any Municipal, State, or Federal statute.
- B. The Secretary shall give and serve all notices to members of the House.
- C. The Secretary shall be the official custodian of the records of the House.
- D. The Secretary may be one of the Officers to sign checks and drafts for the House.
- E. The Secretary shall submit to the Board and shall present to the membership any communication addressed to them as Secretary of FCS.
- F. The Secretary shall attend to all correspondence of the House and shall exercise all duties incident to the office of the Secretary of State for the state of Missouri.
- G. The Secretary shall keep on file all records pertaining to membership application and membership elevation.
- H. The Secretary shall maintain an updated membership list that includes pertinent information such as email address, phone/text numbers, and membership status.

Section 4: Treasurer

- A. The Treasurer shall have the care and custody of all monies belonging to the House and shall be solely responsible for such monies or securities of the House.
- B. The Treasurer shall cause to be deposited in a regular business bank or trust company a sum not exceeding five hundred dollars (\$500). Any funds above this amount shall be deposited in a savings account, except the Board may cause such funds to be invested in such investments as shall be legal for a non-profit organization in the state of Missouri.
- C. The Treasurer **must** be one of the Officers who shall sign checks or drafts of the House. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it.
- D. The Treasurer shall prepare and render a printed current copy of written accounts of all financial reports and current bank statements of the House to all GM on all scheduled regular and Annual meetings of the House. Such reports shall become part of the minutes of each regular and Annual meeting of the GM.
- E. If required by the Board, the Treasurer shall give the House a bond satisfactory to the Board for the faithful performance of the duties of their office and for the restoration to the House.
- F. The Treasurer shall prepare for submission all necessary books, vouchers, and records for audit by an independent Certified Public Accountant at the end of each term of office and/or end of the fiscal year. The Board may elect with a majority vote to hire a CPA to audit the financial statements of the House.

Section 5: Director of Membership (Mistress/Master of Novices)

- A. Serve as the chief recruiter and manager of new members
- B. Make recommendation for new membership
- C. Approve all mentors
- D. Co-mentor all Aspirants, PM, and NM
- E. Make recommendations to the GM regarding the elevation of all members to the next level

- F. May also serve in the office of Vice President

Section 6: Director of Public Relations

- A. Maintain and keep up-dated the official website and Face Book page.
- B. Work with Director of Events to keep aware of all House events and activities
- C. Advertise through social media and other means all House events and activities

Section 7: Director of Events, Education, and Community Outreach

- A. Receive and report internal and external requests for events
- B. Coordinate events planned by all members
- C. Keep and share records of upcoming and completed events
- D. Act as point of contact for all outside requests for events
- E. Plan regular social events for members

Section 8: Director(s) At Large

When the Board determines the membership has achieved an appropriate level, they may call for an election for a Director at Large to assist in the work of the Board. The Director(s) at Large shall serve as general representatives of the GM to the Board. They shall assist in performing all functions of the Board and shall perform other duties as required to provide guidance to the Board and the House.

- A. The immediate Past President may serve, with a majority vote of the GM, as a Director at Large. The Past President may decline the invitation.
- B. A second Director at Large shall be elected when the GM with voting rights exceeds 25 members. Duties of that position will be determined by the Board.
- C. The required number of Directors at Large shall be reassessed at each Annual Meeting of the GM.

Section 9: Dispensation of Records

In the case of the death, resignation, retirement, or removal of any Officer or Board member, all books, papers, vouchers, money, and other property of whatever kind in their possession or under their control that belongs to the Fourth City Sisters shall be surrendered to the President of the House. In the case of the President, all properties belonging to FCS shall be surrendered to the Vice President.

Section 10: Management of the Affairs of the Fourth City Sisters

The Board of Directors (the Board) of FCS shall manage property and have control and management of the affairs and business of the House. Any and all members of the Board shall hold information deemed to be private and personal in nature in the strictest confidence, except as prescribed by the Laws of the state of Missouri.

- A. The Board shall meet once a month prior to each GM meeting. The purpose of this meeting shall be to discuss agenda items, personnel matters, and other matters pertinent to the management of the House.
- B. The Board shall have general supervision of the affairs of the House between meetings, shall make recommendations to the GM, and perform other duties as are

prescribe in these By-laws. The Board shall be subject to the decisions of the GM, and none of its acts shall conflict with the decisions of the GM, with the exception of the power granted in **ARTICLE XI Section 10.C**.

- C. In matters of financial decisions, a unanimous vote of the Board is required to override a decision of the GM. For any decisions which would require an outlay of funds, all members of the Board must be present for such vote, and the vote cannot be taken with two or more Board positions vacant. Such vote shall be considered binding. This power is granted to the Board for this purpose only, and does not invest the Board to overrule any other decision of the GM.

Section 11: Delegation of Duties of the Board

If any member(s) of the Board is absent or unable to act, or for any other reason the House may deem sufficient, the GM may delegate for the time being some of the functions, duties, and powers of any Board position to any GM who is a FPM in good standing, provided a majority of the GM concurs.

Section 12: Multiple Offices

With the exception of the Vice President, who may serve as Mistress/Master of Novices, no member may hold more than one elected Board position at one time.

ARTICLE XII NOMINATION FOR BOARD OF DIRECTORS

Section 1: Nomination Procedures

During the regular GM meeting prior to the GM Annual Meeting, nominations shall be accepted of FPM willing to serve in various offices and directorships according to the procedures describe below:

- A. The Chair (President or their designee) of the GM meeting shall ask if there are eligible nominees for each position in turn.
 - a. They may be nominated by themselves or accept a nomination by a member of the House with voting rights.
 - b. The nomination does not require a second.
- B. When there are no more nominations, the Chair will declare nominations closed for that position.
- C. This procedure will be repeated for each position.
- D. Nominations will re-open at the GM Annual Meeting.

ARTICLE XIII ELECTION AND TERM OF OFFICE

Section 1: Election and Term of Office

Except as otherwise provided by the Law of the state of Missouri or these By-laws, Board members of FCS shall be elected at the Annual Meeting of the GM, and shall hold office until the next Annual Meeting. Each member of the Board shall hold their office for the term for which they were elected, or until they resign, die, or are removed by members of the Board. No members on the Board shall be permitted to serve more than **two consecutive terms** of the same office.

Section 2: Election Procedures

Election of the Board members shall be done by secret ballots. The Secretary shall, prior to the commencement of balloting, appoint a committee of three who shall act as Inspectors of the Elections. The names of these Inspectors shall be included in the minutes of the meeting.

- A. Only FPM who are in good standing may be elected to the Board. Current members of the Board, at their discretion or as deemed necessary, may request a NM to be nominated for a Board position; a majority vote of the GM is required.
- B. No Inspector of Elections shall be a candidate for office.
- C. Once ballots have been collected, the Chair and the Inspectors of Election shall count the ballots. A member of the Inspector of Elections shall announce the winner of that election.
- D. If there are more than two candidates, and no one receives a majority of votes, the candidate with the least number of votes will be removed and the process repeated until one candidate wins a majority of votes.
- E. If there is only one candidate running for the office, the secret ballot process may be waived upon approval of the GM.

Section 4: Beginning of Office

The term of office for each elected position shall begin at the close of the GM Annual Meeting.

Section 5: Office Transitioning Period

A period of two weeks shall be granted for the purpose of transitioning between the incoming and outgoing members of the Board. During this period, all records, assets, and pertinent history of the respective position shall be provided to the new members of the Board.

Section 6: Vacancies on the Board

Newly created Directors' positions resulting from an increase in the number of Directors, and vacancies occurring on the Board for any reason may be filled by a majority vote of the GM with voting rights at any meeting, notice of which shall have referred to the proposed election.

Section 7: Resignation of a Board Member

Any member of the Board may resign at any time by giving their resignation notice to the President, Vice President, or Secretary of the House. Such resignation shall take affect at the time specified in the notice.

Section 8: Removal of a Board Member

Any member of the Board may be removed with or without cause by an affirmative vote of the members of the Board at any meeting of the Board; notice of such shall have referred to the proposed action. Unexcused absence from three regular meetings in a 12-month period shall be cause for removal. An absence is considered unexcused when the member did not notify at least one Office of the House two hours prior to the meeting.

- A. The Board, at any regular or special meeting called for the purpose, shall have the power to remove a member of the Board upon written complaint signed by at least four members of the House not on the Board.
- B. Upon review of the written complaint, the Board shall determine if cause exists to refer the matter to the full GM of the House. Cause shall exist when performance of duties or representation of the House is in question, which may include, but is not limited to those items defined within these By-laws.
- C. The GM shall have the power to remove any Board member from office with cause at any regular meeting or any special meeting expressly called for that purpose. A 2/3 majority vote of all voting members present is required to remove a Board member from office.

Section 9: Salary or Compensation of Member of the Board

No member of the Board shall, for reason of their office, be entitled to receive any salary or compensation.

Section 10: Salary for Outside Vendor or Business

The Board shall request the approval from the GM regarding hiring and fixing the compensation of all vendors or businesses they may determine to be necessary for the conduct of the House. A majority vote of all GM in good standing is required to hire outside vendors and/or businesses.

Section 11: Quorum

A simple majority of the seated Board must be present at a meeting to constitute a quorum for the transaction of business.

Section 12: Proxies

Proxies shall not be accepted on any vote.

ARTICLE XIV MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Regular Meetings

Regular meetings of the Board may be held at such times and places either within or without the state of Missouri. Any business may be addressed at a regular Board meeting.

- A. Any GM of the House may attend any meeting of the Board as a non-voting observer.
- B. The Board may go into executive session and exclude non-Board members from observing the proceedings in order to discuss sensitive issues of concern to the House.

- C. All decisions of the Board shall be presented to the GM regularly scheduled meetings for approval, with the exception of the power granted in **ARTICLE XI Section 10.C.**

Section 2: Special Meetings

A special meeting of the Board may be called at any time by any member of the Board. The place and time may be within or without the state of Missouri. The member of the Board who called the special meeting shall be responsible for notifying all members of the Board.

Section 3: Annual Meetings

The Annual Meeting of the Board shall be held no more than 60 days after the Annual GM meeting.

Section 4: Action in Lieu of the Board of Directors Meeting

If time or circumstance requires an action to be taken by the Board, and does not permit a Special Board Meeting, the President or Secretary may poll the Board members personally or electronically. A 2/3 majority vote of the full membership of the Board shall be required for such action to proceed. A report of this action shall be presented to the GM at the next scheduled regular meeting.

**ARTICLE XVI
SUBCOMMITTEES**

Section 1: Creation of Subcommittees

The GM of the House may create such subcommittees as it deems necessary for the continued operation of FCS.

Section 2: Subcommittee Chair

Each subcommittee shall elect its own Chair to serve for the duration of the subcommittee.

Section 3: Powers and Duties of Subcommittees

Subcommittees have the power to make recommendations to the GM. Subcommittees may be given the power to incur indebtedness or spend money on behalf of the House with a simple majority of the GM. Subcommittees have a duty and obligation to conduct their assigned task with all due diligence and care on behalf of FCS.

**ARTICLE XVII
INDEMNIFICATION**

Section 1: Definitions

For the purposes of the Article of Incorporation:

- A. "Agent" means any person who is or was a Director, Officer, employee or other Agent of this Corporation, or is or was serving at the request of this Corporation as Director, Officer, Employee or Agent of a Foreign or Domestic Corporation, Partnership, Joint venture, Trust or other Enterprise.
- B. "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative; and
- C. "Expenses" include, without limitation, all attorneys' fees, cost and other expenses incurred in the defense of any claims or proceedings against an Agent by reason of the Agents position or relationship as Agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

Section 2: Successful Defense by Agent

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against the Agent, then the provision of **ARTICLE XVII section 3 through 5** of the Article shall determine whether the Agent is entitled to indemnification.

Section 3: Actions Brought by the Persons other than the Corporation

Subject to the required findings to be made pursuant to **ARTICLE XVII section 5**, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of this Corporation, or by an Officer, Director or person granted related status of the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of the Missouri Corporations Code, or by the Attorney General for any breach of duty relating to assets held in Charitable trust, by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4: Actions Brought by or on behalf of the Corporation

A. Claims Settled out of Court.

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

A. Claims and Suits Awarded Against the Agent

This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided both of the following are met:

1. The determination of good faith conduct required by **ARTICLE XVII section 5**, must be made in the manner provided for in that section, and
2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled; the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5: Determination of Agents Good Faith Conduct

The Indemnification granted to an Agent in **ARTICLE XVII sections 3 And 4**, above is conditioned on the following:

A. Required Standard of Conduct

The Agent seeking reimbursement must be found, in the manner provided below, that the Agent acted in good faith, in a manner that the Agent to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, or itself, create a presumption that the person did not act in good faith or in a manner which the Agent reasonably believed to be in the best interest of the Corporation or that the Agent had reasonable cause to believe that the Agent's conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that the Agent's conduct was unlawful unless the matter is settled with the approval of the Missouri Attorney General.

B. Manner of Determination of Good Faith Conduct

The determination that the Agent did act in a manner complying with Paragraph A., above, shall be made by:

1. The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceedings; or
2. The affirmative vote of a simple majority of the Membership at a GM meeting; or
3. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation of the Agent or the attorney or other person rendering a defense to the Agent.

Section 6: Limitations

No indemnification or advance shall be made under this Article, except as provide in **ARTICLE XVII section 2. Or section 5.B.3.**, in any circumstances when it appears:

- A. That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the Members, or an Agent in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or
- B. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7: Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in the Article.

Section 8: Contractual Rights of Non-Directors and Non- Officers

Nothing contained in this Article shall affect any rights to indemnification to which persons other than Directors and Officers of the Corporation, or any subsidiary thereof, may be entitled by contract or otherwise.

Section 9: Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against liability under the provision of this Section.

**ARTICLE XVIII
CONFLICT OF INTEREST**

Section 1: Conflict of Interest

- A. When any FPM, either on the Members behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, the member:
1. Shall disclose the Member's interest fully at a GM or any other meeting of the Corporation in the manner prescribed by the State Law of Missouri;
 2. Shall disclose the Member's interest and the general nature thereof prior to any consideration of the matter in the meeting.
 3. Shall not take part in the discussion of or vote on any question in respect of the matter; and,
 4. Shall not in any way, whether before, after or during the meeting, influence the voting on any such question.

B No member shall serve as both Signatory and Receiver on any check or other draft. An Officer receiving reimbursement for personal funds spent on behalf of the House must have another Officer act as Signatory. Nor shall an Officer serve as Signatory on any check or draft which has their spouse/partner/family member as Receiver.

The pecuniary or personal interest, direct, or indirect, of the Member's immediate family member (s) shall, if known to the Member, be deemed to also be the pecuniary interest of the Member. Every declaration of Officers and the general nature thereof shall be recorded in the minutes of the meeting.

**ARTICLE XIX
FISCAL YEAR**

Section 1: Fiscal Year

The Fiscal year of the Corporation shall begin on January 1 and end on December 31 each year.

ARTICLE XX RIGHTS AND PROCEDURE

Section 1: Inspection of Books and Records

Every FPM has absolute right at any reasonable time to inspect all books, records and documents of this Corporation. The inspection may be made in person or by an Agent or Attorney and the right of inspection includes the right to copy and make extra documents.

Sections 2: Amendments

A. By-Laws

- A two-thirds (2/3) vote at two (2) consecutive regular or special meetings is required for amendment, provided that the proposed amendment has been submitted to the Secretary before that meeting and it appears on the agenda.
- B. The amendment will become effective immediately after passing the second (2nd) reading, unless it affects a term of office or specifies otherwise.

C. Articles of Incorporation

- A two-thirds (2/3) vote at three (3) consecutive regular or special GM meetings, no less than seven (7) days apart is required for amendment, provided that the proposed amendment has been submitted to the Secretary before that meeting and it appears on the agenda.

ARTICLE XXI GRIEVANCES

Section 1: Rights and Procedure

- A. Each FPM shall have the right to bring forward any grievance in a safe and just manner, without worry or risk to their position within the Corporation. The Corporate Secretary must receive a letter of request for mediation and a copy of the request is then forwarded to the Chair of the Mediation Committee and the President.
- B. The President shall appoint no less than three (3) persons to serve on the Mediation Committee.
- C. Members may be temporarily removed or added from this Committee to guarantee a lack of bias or prejudice against the parties involved in the Mediation request. The chair can call a Mediation Committee meeting or send copies of the request to the other members of the standing committee and conduct the procedure by conference call.
- D. The first (1st) step will be to determine if this is a proper grievance to be investigated by this Corporation. Those actions that violate City, State or Federal Laws should be

referred to the proper authorities by the requester, not by the Corporation. At the option of the Mediation Committee, and with the permission of the aggrieved parties, the Committee may attempt to reconcile the differences without outside assistance. If that attempt is unsuccessful, then an outside, impartial Mediator will be contracted by the Committee.

- E. The Mediator will meet individually with both parties and then arrange a joint meeting for resolution. Each party will be allowed to bring one (1) witness, notarized statements from witnesses and one (1) member of their support network (this person will not be able to address the Mediator, the situation or the other parties involved).
- F. Guidelines for appropriate behavior will be drawn up and agreed upon all parties. Repeated violation or disregard for these guidelines will result in their removal from the site or adjournment of the Mediation. If the Mediator cannot affect a satisfactory resolution, he/she will make a recommendation to the Mediation Committee and, subject to the approval by the Board of Directors, may suggest further action, including total dismissal.

Section 2: Prohibitions

No Members of the Board of Directors of this Corporation shall take or cause to take any action or activity by or on behalf of the Corporation that is prohibited by the Articles of Incorporation, these By-Laws, or applicable sections of the Internal Revenue Code.

- A. As long as the Fourth City Sisters is in existence, members of the Board of Directors or GM of the House:
 - 1. Shall not do any act in violation of these By-Laws or a binding obligation of the House.
 - 2. Shall not do any act with the intention of harming the House or any of its Operations.
 - 3. Shall not do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary Business of the House.
 - 4. Shall not receive any improper personal benefit from the Operations of the House.
 - 5. Shall not use the assets of the House, directly, indirectly, for any purpose other than carrying on the Business of the House.
 - 6. Shall not wrongfully transfer or dispose of property of the House.

These By-Laws were adopted and approved by the Board of Directors and General Membership of The Fourth City Sisters of the Abby of the Glittering Arch.

