



AMENDED AND FULLY RESTATED BYLAWS
of
The Jackson County Community Children's Services Fund

ARTICLE I

NAME, LOCATION AND OFFICES; BOOKS AND RECORDS; AUTHORITY

Section 1.1 Name.

The name of the Corporation is the Jackson County Community Children's Services Fund (hereinafter "CSF").

Section 1.2 Principal Office.

CSF shall maintain its principal office in Jackson County, Missouri.

Section 1.3 Books and Records.

The books and records of CSF shall be kept at the present or any future primary business office of CSF. The current primary business office of CSF is: 3100 Broadway Blvd., Suite 227, Kansas City, Missouri 64111.

Section 1.4 Authority.

The Corporation derives its authority from the Missouri Revised Statutes, Sections 210.860, 210.861, and 67.1775, and from Jackson County Code, Chapter 82, Sections 8100-8205 and corresponding Ordinance 4951.

ARTICLE II

PURPOSES AND PRINCIPLES

Section 2.1 Purpose.

CSF shall be a non-stock, non-profit, public benefit corporation that shall be organized and operated for charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, and pursuant to the specific Missouri Revised Statutes (RSMo) and Jackson County Code provisions referred to in Section 1.4 of these Bylaws, and shall be governed in accordance with these amended and fully restated Bylaws which incorporate said provisions. CSF's charitable mission includes, but is not limited to,

promoting the mental wellness and well-being for at risk and low income children and youth in Jackson County, Missouri. To carry out and fulfill the purposes enumerated above, CSF shall have the power to own, hold, use, lease and otherwise deal in and dispose of real or personal property, or any interest therein, situated in or out of the State of Missouri and shall have the power and authority to further said purposes of the Corporation as enumerated in the Articles of Incorporation, as well as in the specific Missouri Revised Statutes (RSMo) and Jackson County Code provisions referred to in Section 1.4 of these Bylaws. CSF shall not engage in activities that are not in furtherance of those purposes.

Section 2.2 Principles.

In pursuit of its purpose, the Corporation is committed to the following principles:

(a) Transparency. As a steward of public funds, CSF is committed to maintaining public trust. As long as it continues to receive funds from Jackson County, it will adhere to Missouri Open Meeting standards and routinely report to stakeholders regarding finances and operations.

(b) Accountability. CSF will help to support effective and accountable services and delivery systems that respond to the needs of its target populations. It will demonstrate effective use of the public funds it administers. CSF will communicate regularly with stakeholders regarding funding strategies, operations, finances, and outcomes.

(c) Effectiveness. CSF will seek to use its funds in ways that achieve desired results. It will actively pursue opportunities to improve the well-being of Jackson County children and youth and will specifically seek to improve the county's ratings in regional assessments of children's welfare.

(d) Cost-efficiency. CSF seeks to use its resources as efficiently as possible and expects contractors to operate in a similar manner. It will engage in and encourage collaboration, coordination, and integration of resources that lead to more efficient and effective service delivery.

(e) Continuous learning and improvement. CSF is dedicated to improving its performance and the effectiveness of its contractors. CSF will dedicate resources to assessment at organizational and community levels to inform strategic and policy decisions.

(f) Results-oriented. CSF will encourage service providers to be consistent with evidence-based practices so that all service providers are combining well-researched services and programs with clinical experience, ethics, as well as client preferences and culture to guide and inform their approach to providing services to children and families.

Section 2.3 General Fund Recipient Guidelines.

Agencies funded by CSF shall use those funds to provide programs and services consistent with the provisions of Sections 67.1775.1 and 210, RSMo. Specifically, eligible individuals must meet the following criteria:

(a) Residency. Individuals must be residents of Jackson County, Missouri.

(b) Age. Individuals must be 19 years old or younger. Services to adult family members that are part of a child's or youth's treatment plan may also be supported through CSF's funds. Marital counseling and individual adult psychotherapy are not eligible for support.

ARTICLE III

MEMBERSHIP

Section 3.1 Members.

The Corporation does not have members.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Authority and Responsibility of the Board of Directors.

(a) The governance and management of the Corporation shall be vested in the Board of Directors. All of the powers, duties, and functions of CSF as conferred by the Articles of Incorporation, these Bylaws, state statutes, county codes and ordinances, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by the Board of Directors. The Board of Directors shall have supervision, control, and direction over the management, affairs, and property of CSF; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may delegate certain of its authority and responsibility to an Executive Committee and/or Chairperson.

(b) The Board of Directors shall not permit any part of the net earnings or capital of CSF to inure to the benefit of any member, director, officer, or other private person or individual. Provided, however, that the Board of Directors are authorized to employ such person or persons, including an executive director, officers, attorneys, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of CSF, and to pay reasonable compensation for all services performed and expenses incurred in connection with such services.

(c) The Board of Directors may, from time to time, appoint as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(d) In addition to the general powers described in this Section, the Board of Directors will also have the following specific authority:

i. The power to set spending and service priorities of CSF annually in accordance with Sections 210.860, 210.861, and 67.1775, RSMo.

ii. The power to contract with any agency to achieve CSF's purposes set forth in these Bylaws, and as further described in funding policies separately developed by the Board of

Directors.

iii. The right to solicit donations and contributions to increase funding for activities that further CSF's purpose.

iv. The right to purchase goods and services from other organizations that assist in collecting and disseminating information, services, and assistance to meet the needs of the target population and in funding activities. Funding activities shall include, but not be limited to, the development of funding strategies and collaborations; the assessment of the effectiveness of funding strategies and operations; and the identification of opportunities to improve organizational and community-level outcomes.

Section 4.2 Appointment and Qualifications of Board of Directors.

The Board of Directors shall consist of up to nine (9) members to be appointed by the Jackson County Executive in the manner set forth in Jackson County Code, Section 8103, each of whom shall serve in accordance with these Bylaws and until their successor(s) has been duly appointed. All Board members must be residents of Jackson County, Missouri, with at least one member residing in each of the six County Legislative Districts. No member of the Board of Directors shall serve on the County Legislature or have any financial interest in or be employed by any agency which is a recipient of any proceeds of CSF.

Section 4.3 Tenure.

Unless appointed to complete the term of another member, members of the Board of Directors shall serve for three (3) years, or until a successor is appointed and qualified. Board members may be reappointed pursuant to Jackson County Code, Section 8103. Each term of service, whether for a new term or the unexpired remaining portion of a predecessor's term, will always begin with the date of the executive order appointing the member and end on March 31 of the appropriate year for the end of their term, or until their successor is appointed and qualified.

Section 4.4 Resignation.

Any Board member may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time such resignation is officially accepted by the Board of Directors.

Section 4.5 Removal.

Board members are not guaranteed re-appointment at the expiration of their terms. Any member of the Board found to be serving in a capacity with a funded agency that constitutes a conflict of interest will be asked to end the relationship immediately or immediately submit his/her resignation to the Board or be removed in accordance with Missouri law and Jackson County codes and ordinances. The Board of Directors may, by majority vote, request removal of a Director, for cause, by the Jackson County Executive.

Section 4.6 Vacancies.

Any vacancy on the Board of Directors arising at any time and for any cause shall be filled in a timely manner consistent with Jackson County Code, Chapter 82, Sections 8100-8205 and corresponding Ordinance 4951.

Section 4.7 Committees of the Board of Directors.

By resolution adopted by a majority of the full Board of Directors, the Board may designate from among its members one or more committees.

Section 4.8 Compensation.

No member of the Board of Directors shall receive compensation for his/her services but may be reimbursed for actual and necessary expenses, pursuant to Jackson County Code, Section 82004.6

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Place of Meeting.

Meetings of the Board of Directors may be held at any place within the county of Jackson County, Missouri, at a location determined by the Board of Directors from time to time.

Section 5.2 Agenda.

The Board Chairperson, with the assistance of the Executive Director of CSF, or the Board Chairperson alone should there be no Executive Director, shall prepare or have prepared an agenda for each regular and special meeting of the Board of Directors. Board members may request item additions to the agenda. The deadline for requesting items to be included on the agenda shall be at least twenty-four (24) hours prior to the meeting date.

Section 5.3 Public Meetings and Records.

All meetings and records of the Board shall be open to the public, unless otherwise authorized under the Missouri "Sunshine Law", Sections 610.010 – 610.030, RSMo. In the event that CSF proposes to hold a closed meeting, it shall provide notice of the proposed closed meeting and the purpose for holding the closed meeting pursuant to Sections 610.020-021, RSMo.

Section 5.4 Custodian of Records.

The custodian of records shall be the Secretary of the Board of Directors, either personally or by appropriate delegation. His/her identity and location shall be available upon request, pursuant to section 610.023, RSMo. Records will be kept at the offices of CSF identified in Section 1.3.

Section 5.5 Annual Meeting.

The annual meeting of the Board of Directors shall be held in each calendar year, on such day and at such time as the Board of Directors shall designate in the Notice of Annual Meeting, or in the event no date during that week affords a quorum for attendance, such annual meeting may be scheduled for the prior week or subsequent week at the discretion of the Board Chairperson. The annual meeting will be held for the purposes of electing Board officers and transacting other business that may properly come before the meeting. Notice of the time and place of such annual meeting shall be given as prescribed in Section 5.12, herein.

Section 5.6 Regular Meeting.

At least one (1) regular meeting of the Board of Directors will be held within each quarter between annual meetings. Notice of the time and place of each such regular meeting shall be given as prescribed in Section 5.12, herein.

Section 5.7 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board or upon request of one-third (1/3) of the Board. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given as prescribed in Section 5.12, herein.

Section 5.8 Waiver.

Attendance by a member of the public or by a Board member at a meeting shall constitute waiver of notice of such meeting, except when attending the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Section 5.9 Quorum.

At meetings of the Board of Directors, 2/3 of all Board members then in office shall be necessary to constitute a quorum for the transaction of business.

Section 5.10 Vote Required for Action.

Except as otherwise provided in these Bylaws or by law, the act of a majority of the entire Board members present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors, unless the act of greater than a majority is required by law or these Bylaw. Adoption, amendment and repeal of a Bylaw is provided for in Article XIII of these Bylaws.

Section

5.11 Telephone and Similar Meetings.

Board members may participate in and hold a meeting by means of conference telephone or similar telecommunications equipment by means of which all persons participating in the meeting can hear each other and where members of the public may participate, as well. Should

CSF opt to hold the meeting via teleconference, the website public notice announcement should include the dial-in conference number and password for any member of the public wishing to participate. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Any decision reached without a quorum or required majority present in person must be ratified at a subsequent Board meeting where the required quorum or majority is present in person.

Section 5.12. Public Notice of All Meetings of the Board of Directors.

Public notice of all Board and committee meetings and their agendas shall be posted electronically on the CSF's website and Jackson County website no fewer than twenty-four hours prior to the scheduled meeting. Should proper notice fail to be given, the meeting shall be cancelled in accordance with the Missouri Sunshine Laws.

ARTICLE VI

EXECUTIVE DIRECTOR AND STAFF

Section 6.1 Hiring of Executive Director.

The Board of Directors shall have the authority to hire and evaluate the performance of the Executive Director, who will serve at the pleasure of the Board and who shall be responsible for the day-to-day operations of CSF in accordance with Board direction and CSF's policies and purposes.

Section 6.2 Duties of Executive Director.

The Executive Director shall attend Board meetings when requested to do so by the Board Chairperson or a majority of the members of the Board of Directors and shall work with the Board Chairperson to interpret and execute Board directives. The Executive Director will report to the Board regarding performance of CSF and carry out the duties described by the Board in the position's job description.

ARTICLE VII

COMMITTEES

Section 7.1 Number and Election.

The Board of Directors may, in its discretion, appoint one or more committees, sub-committees, and/or working groups to serve at the pleasure of the Board of Directors, and as otherwise permitted by these Bylaws.

Section 7.2 Authority.

Each such committee shall report to the Board of Directors and shall assume such duties

as are assigned by the Board of Directors. The Chairperson of CSF shall be an ex-officio member of any and all committees and working groups. No committee or working group shall have the power of the Board of Directors to make any formal decision binding the Corporation, provided, however, that this limitation of a committee's authority shall not prevent the delegation of authority to particular officer, other director, or employee as otherwise provided in these Bylaws.

Section 7.3 Regular Meetings.

Regular meetings of any committee or working group may be held at such time and place as the committee may provide from time to time.

Section 7.4 Special Meetings.

Special meetings of any committee or working group may be called by or at the request of the Chairperson or by any member of the committee.

Section 7.5 Audit Requirement and Committee.

CSF shall have its financial statements audited annually by an independent certified public accountant. There shall be an Audit Committee of the Board, consisting of at least three (3) members appointed by the Chairperson for terms of one (1) year, to be appointed no later than October of the prior year (the year under which the financial statements are being audited). The Audit Committee shall provide to the Board a recommendation on which independent auditors shall be employed on behalf of CSF, and a term of engagement shall be established. At the completion of that term of engagement, or earlier if need arises, the Audit Committee shall provide a recommendation to continue with the firm under current engagement or to seek the services of a new firm. The Audit Committee shall meet with the auditors and review the annual audit and other reports of external and internal auditors. It shall report to the Board all deficiencies and material weaknesses identified in the audit and oversee corrections of any negative findings, as well as perform other duties as the Board may direct from time to time.

ARTICLE VIII

OFFICERS

Section 8.1 Number and Qualifications.

The officers of CSF shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The Board of Directors shall, from time to time, create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation.

Section 8.2 Election and Term of Office.

Nominations for officer positions will be made prior to the annual Board meeting, with the

vote taking place at the annual Board meeting. If there is more than one nomination for an office, a secret ballot shall be taken. The nominee receiving the majority of votes of the Board of Directors shall secure the officer position. If there is only one nomination for an office, a majority of votes of the Board members result in appointment of such officer. In the event of a tie vote, the Board Chair shall cast the deciding vote. Each officer shall serve a term of one (1) year beginning on the date of the annual meeting and may serve for additional terms as re-elected at a subsequent annual meeting.

Section 8.3 Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof.

Section 8.4 Removal.

Any officer elected by the Board of Directors may be removed by the Board of Directors by a two-thirds (2/3) vote of the entire Board, for cause, upon reasonable notice of the meeting and its purpose. Causes for removal from office include, but are not necessarily limited to, inefficiency, violation of the law or rules governing CSF, overspending, misuse or waste of CSF resources, or physical or mental conditions impairing the ability of an officer to fulfill his duties.

Section 8.5 Vacancies.

A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Board of Directors at any regular meeting or at a special meeting called for that purpose.

Section 8.6 Chairperson.

The Chairperson (or "Chair") shall be a member of the Board, serving as Chairperson of the Board, and shall preside over all meetings of the Board of Directors. He/she, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, may sign deeds, mortgages, contracts, checks, drafts, notes or other orders for the payment of money or other evidences of indebtedness and any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Chair shall also be authorized to sign any statements and reports required to be filed with state or federal officials or agencies. He/she shall assign members to committees and ad hoc committees and serve as or otherwise select the chair of each committee on an annual basis. In general, he/she shall perform all duties incident to the office of Chair, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8.7 Vice Chairperson.

In the absence of the Chair, the Vice Chairperson shall perform the duties of the Chair,

and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair. The Vice Chairperson may sign checks in the absence of the Chairperson and Treasurer.

Section 8.8 Treasurer.

In the absence of the Chair and Vice Chairperson, the Treasurer shall preside at meetings of the Board of Directors. The Treasurer shall be the principal financial officer of the Corporation. The Treasurer shall be a member of the Audit committee. The Treasurer shall:

- (a) have supervision of the corporate funds and securities and keep a full and accurate accounting of receipts and disbursements of the Corporation;
- (b) deposit or supervise the deposit of all monies and all valuables in the name of and to the credit of the Corporation into depositories designated by the Board of Directors;
- (c) sign or countersign checks, drafts, and orders for the payment of money and may pay over or dispose of the same under the direction of the Board of Directors and may sign or countersign notes for other obligations of indebtedness of the Corporation;
- (d) provide to the Board of Directors at regular meetings an accounting of the Corporation's financial transactions and status;
- (e) perform all duties incident to the office of Treasurer and as assigned from time to time by the Board or Chair and delegate duties to assistants or others as may be deemed appropriate by the Board; and
- (f) provide a surety bond or comparable insurance coverage as required by Section 210.861.2, RSMo and Jackson County Code 8203.41, with the cost of such bond or insurance to be paid by the Board.

Section 8.9 Secretary.

The Secretary shall:

- (a) attend and keep the minutes of the meetings of the Board of CSF;
- (b) Ensure, either personally or by appropriate delegation, that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;
- (c) be custodian of the corporate records of CSF; and
- (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairperson, or by the Board of Directors and delegate duties to assistants or others as may be deemed appropriate by the Board.

Section 8.10 Control by Board.

Except to the extent otherwise provided by law, the powers and duties of the Corporation's

officers as prescribed in these Bylaws are subject to alteration or suspension by the Board of Directors as set forth in the resolution of the Board implementing such alteration or suspension.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 9.1 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of CSF, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of CSF. Such authority may be handled by corporate resolutions adopted by the Board of Directors.

Section 9.2 Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of CSF shall be signed by the officer or officers, agent or agents, of CSF and in such other manner as may from time to time be determined by these Bylaws or by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director and countersigned by the Treasurer, Chairperson or Vice Chairperson of CSF.

Section 9.3 Deposits.

All funds of CSF shall be deposited from time to time to the credit of CSF in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.4 Investments.

The Board of Directors may prudently choose to invest corporate funds in short or long term depositories or other investments for the purpose of obtaining a more desirable rate of return on corporate funds that are determined to exist above the normal operating budget demands.

Section 9.5 Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of CSF.

ARTICLE X

INDEMNIFICATION AND INSURANCE

Section 10.1 Indemnification.

In the event that any employee, volunteer, officer, or director of CSF who was or is a party

to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees, and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, trustee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee, or agent of another Corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined, in the manner provided under Missouri law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth under Missouri law; and, to the extent it is so determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by Missouri law.

Section 10.2 Indemnification Not Exclusive of Other Rights.

The indemnification provided in Section 10.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of disinterested Board members, or otherwise as to action in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 10.3 Insurance.

CSF shall purchase and maintain at all times insurance on behalf of any person who is or was a director, officer, employee, trustee or agent this Corporation or of another joint venture involving this Corporation. In accordance therewith, CSF will provide, at its expense, personal liability and directors and officers liability insurance in a minimum amount of \$5 million.

ARTICLE XI

STATEMENT OF NON-DISCRIMINATION

Section 11.1 Non-Discrimination.

The Corporation shall not discriminate against any person or entity in hiring of personnel, election of Board members, provision of services, contracting for or purchasing services or in any other way on the basis of race, color, sex, national origin, disabling condition, gender identification, or any other bases prohibited by law. The Corporation's policy against discrimination includes a commitment to full compliance with Title VI and VII of the Civil Rights Act of 1964, the Equal Pay Act of 1963, and any other similar Federal, State, or local statutes, codes, or ordinances and their amendments.

ARTICLE XII

MISCELLANEOUS

Section 12.1 Books and Records.

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors and committees under the direction of the Board of Directors.

Section 12.2 Fiscal Year.

The fiscal year of the Corporation shall be the calendar year. Provided, however, that the Board of Directors is authorized to change the fiscal year of the Corporation from time to time as it deems appropriate through resolution.

Section 12.3 Internal Revenue Code.

All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, or the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

Section 12.4 Construction.

Whenever the context so requires, the masculine shall include the feminine and the neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 12.5 Headings.

The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written materials.

Section 12.6 Parliamentary Authority.

The rules contained in Robert's Rules of Order, Newly Revised shall govern meetings of the Corporation in all cases where they are applicable and in which they do not conflict with these Bylaws.

ARTICLE XIII

AMENDMENTS

Section 13.1 Power to Amend Bylaws.

The Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws by affirmative vote of two-thirds (2/3) of the Board members at a Board meeting. Notice of the proposed amendments to the Bylaws shall be presented to the Board at a regular meeting, taking place no fewer than ten (10) days prior to the meeting at which they are considered for approval.

ARTICLE XVI

TAX EXEMPT STATUS

The affairs of the Corporation at all times shall be conducted in such manner as to assure its status as an organization exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code.

ARTICLE XVII

DISSOLUTION

Upon dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all assets of the Corporation to one or more regularly-organized and qualified charitable, educational, or scientific organizations as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code to be selected by the Board of Directors.

**

CERTIFICATE

The undersigned hereby certifies that:

1. I am a duly elected and acting member of the Board of Directors of the Jackson County Community Children's Services Fund, a Missouri Nonprofit Corporation; and
2. The foregoing Amended and Fully Restated Bylaws consisting of 14 pages (including this certification) constitute the Bylaws of such Corporation as duly adopted by the Board of Directors on May 2, 2019, and have not been amended or modified since that date.

IN WITNESS WHEREOF, I have executed this Certificate as of this 5th day of September 2019.



Brian Kaberline
Board Member/Secretary