

BYLAWS OF WEB CO CUSTOM INDUSTRIES, INC

ARTICLE I- NAME

Section 1.01 – The name of this organization shall be Web Co Custom Industries, Inc.

ARTICLE II - PURPOSE

Section 2.01 – The purpose of this organization is to establish an Extended Employment Sheltered Workshop program to provide a *choice for* productive employment opportunities to individuals with *developmental*, mental, physical or emotional disabilities; sixteen (16) years of age or older, who have a productive work capacity in a sheltered environment, but whose capacities are such that there is little or no prospect that vocational rehabilitation training could develop those individuals' potentials in such a manner as to make them realistically employable in competitive employment.

ARTICLE III - CHARACTER OF ORGANIZATION

Section 3.01 – This is a nonprofit membership corporation organized under the laws of Missouri.

3.02 – Web Co Custom Industries, Inc. has filed with the Federal Government a Compliance Assurance in which it assures that it will comply fully with all requirements of Title VI of the Civil Rights Act of 1964, to the end that no person in the United States shall, on the ground of race, color, religion, sex, or national origin be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination in the conduct of its program and the operation of its facilities. Under this Assurance, this organization is committed not to discriminate against any person on the ground of race, color, religion, sex, or national origin in its policies and practices relating to applications for service or any other policies and practices relating to treatment of beneficiaries and participants, including conditions and service, use of any of its facilities, attendance at and participation in any meetings of beneficiaries and participants or the exercise of any rights of such beneficiaries and participants in the conduct of the operations of this organization.

Web Co Custom Industries, Inc. further assures that all applications for employment shall be considered and hired on the basis of merit, without regard to race, color, religion, sex, or national origin. The employment practices shall insure equal treatment of all employees, without discrimination in rates of pay or other opportunities for advancement because of the employee's race, color, religion, sex, or national origin.

Any person who believes himself or any specific class of individuals, to be subjected by this organization to discrimination prohibited by Title VI of the Civil Rights Act of 1964 or the rules and regulations issued thereunder may, by himself or a representative, file with the federal government, or this organization, or both, a written complaint. Such s complaint must be filed no later than 90 days after the alleged discrimination. Identity of complainants and the nature of the complaints will be kept confidential except to the extent necessary to carry out the purpose of the rules and regulations.

ARTICLE IV – MEMBERSHIP

Section 4.01 – Any person who is interested in the welfare of the *disabled*, including employees and their families, and who has paid their annual dues by the date specified in Section 4.04 below, may become an individual member of the Corporation. The minimum age at which an individual is qualified to become a member is sixteen years.

4.02 – Special types of membership may be created by the Board of Directors.

The Special types of membership *levels* are:

1. Certified Employee
2. Bronze
3. Silver
4. Gold
5. Platinum

4.03 -- Each member, of whatever class, shall be entitled to one (1) vote.

4.04 -- Membership dues are due on or before each annual meeting.

Membership dues are as follows:

1. Certified Employee: One Dollar (\$1.00) per year;
2. Bronze: Five to Twenty-four Dollars (\$5-\$24) per year;
3. Silver: Twenty-five to Forty-nine Dollars (\$25-\$49) per year;
4. Gold: Fifty to One Hundred Dollars (\$50-\$100) per year;
5. Platinum: Two Hundred fifty Dollars Plus (\$250+) per year.

ARTICLE V – MEETINGS OF MEMBERS

Section 5.01 – The membership shall meet at least once a year at an Annual Meeting. The Annual Meeting shall be held during the month of September. The specific date for the Annual Meeting shall be set by the Board of Directors.

5.02 – Notice of the Annual Meeting shall be mailed via first class mail to each current member of the organization. Said mailing shall be postmarked a minimum of twenty (20) days before the Annual Meeting, and shall be mailed to the member's address shown in the organization's current list of members (it is the member's responsibility to ensure that the organization has the member's correct address). In addition, the meeting shall be publicized once in at least two newspapers of general circulation published in Webster County, *notice shall be posted on Web Co Customs Industries Website, and Social Media Page*, not less than ten days before the Annual Meeting. The mailed and published notices of the Annual Meeting, *proposed Agenda will be posted at 948 S Prairie Lane, and our social media and website*, shall include an *proposed* agenda for the meeting, and a list of the issues to be voted on at the meeting.

5.03 – Special Meetings: A special meeting of the members may be called in any of the following manners:

- 1) The President of the Board of Directors may call a Special Meeting.
- 2) Five (5) members of the Board of Directors may call a Special Meeting.
- 3) Twenty (20) members of the organization may call a Special Meeting by signing, dating, and delivering to the President of the Board of Directors a written demand for such meeting. Such written demand shall describe the purpose or purposes for the meeting. It shall then be the duty of the President of the Board of Directors to call a Special Meeting of the members, which Special Meeting shall be scheduled within thirty (30) days of the President's receipt of the written demand. In order to sign the written demand, a member must be current (paid up) on dues, and the member must have been a member of the organization at the close of business on the thirtieth (30th) day before delivery of the written demand to the President.

5.04 – Notice of Special Meetings: A notice of any Special Meeting shall be given in the same manner as the notice for Annual Meeting described in Section 5.02 above.

5.05 – Quorum: In order to call any Annual Meeting or Special Meeting to order, twenty percent (20%) of the members of the organization that are current (paid up) on dues must be physically present at the meeting.

- 5.06 – No Proxy Voting: Members must be physically present at the time and place of the Annual Meeting or Special Meeting in order to vote on any issue at that meeting. Proxy voting is not allowed.
- 5.07 – No Cumulative Voting: Cumulative voting is not authorized at any Annual Meeting or Special Meeting.
- 5.08 – A member’s attendance at the Annual Meeting or Special Meeting waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.
- 5.09 – A member’s attendance at the Annual Meeting or Special Meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.
- 5.10 – Paper Ballots: All issues voted upon at any Annual Meeting or Special Meeting shall be decided by the casting of paper ballots. The ballots shall be counted by a committee of three (3), which committee shall consist of: 1) a member of the Board of Directors who is not up for election, 2) a staff member of the organization, and 3) a member of the organization who is neither a Director nor on the ballot. Ballots shall be retained in the permanent records of the organization.

ARTICLE VI – THE BOARD OF DIRECTORS

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

- 6.02 – There shall be nine (9) elected members of the Board of Directors. Three members of the Board of Directors shall be elected each year for a three (3) year term. A member of the Board of Directors may serve only two consecutive three (3) year terms. After being absent from the Board of Directors for a period of one (1) year, a Director who has previously served two (2) consecutive three (3) year terms is again eligible for election to the Board of Directors.
- 6.03 – The Board of Directors shall be empowered to elect up to four (4) additional Directors to the Board if the need arises.
- 6.04 – The Chairman of each standing committee shall be a member of the Board of Directors. A chairman may not serve more than two consecutive (2) one-year terms.

- 6.05 – The Board of Directors shall be elected at the Annual Meeting *by the Members of the organization*. Each seat on the Board of Directors shall be a separate issue to be voted on at the Annual Meeting. For example, if there are three (3) seats on the Board of Directors up for election at the Annual Meeting, and there are five (5) candidates for those positions, each member has three votes, and can vote for up to three of the candidates, subject to the provisions of Sections 5.06 and 5.07 above.
- 6.06 – If a vacancy occurs for any reason among the members of the Board of Directors, that vacancy shall be temporarily filled by the majority vote of a quorum of the remaining Board of Directors. The Temporary Director appointed in the manner described in this Section 6.06 shall serve until the next Annual Meeting, at which time a Director shall be elected by the members in the manner described in Section 6.05 to fill the remainder of the unexpired term. Candidates for the temporary directorship shall be nominated by, and presented to the Board of Directors by, the Nominating Committee as is provided for in Section 9.03 below.
- 6.07 – The Board of Directors shall meet regularly, at least four (4) times a year, to conduct business.
- 6.08 – Attendance at board meetings is critical to the functioning of the Board of Directors. After a Director has missed two (2) scheduled board meetings in a Board Year (the Board Year begins at the annual meeting held in September and ends immediately before the next Annual Meeting held the following September), the ~~Executive Committee~~ *Board of Directors* shall investigate the cause of the absences. The ~~Executive Committee~~ *Board Secretary* shall then issue a written warning to such Director *upon and by the direction of the Board*, stating that, if the Director is absent from a third meeting in the same Board Year, the Director *can be* ~~will be~~ removed from the Board. If such a Director shall then miss a third meeting within the same Board Year, upon consideration of the report of ~~the Executive Committee~~, the Board may declare that Director's office vacant and fill that vacancy as provided for in Section 6.06 above.
- 6.09 – The Workshop Manager shall be an ex-officio member of the Board of Directors without vote.
- 6.10 – A quorum of the Board of Directors shall be five (5) members.
- 6.11 – Special meetings of the Board of Directors may be called by the President of the organization or by five (5) members of the Board of Directors.
- 6.12 – Robert's Rules of Order shall govern the procedure at Annual Meetings, Special Meetings, membership meetings, Board of Directors meetings, and committee meetings.
- 6.13 – A candidate for the board membership must be a resident of Webster County for

One year preceding their election or appointment and be at least 24 years of age. if a member moves from the county, the member shall resign from the Board of Directors and the Board of Directors will appoint someone to fill the vacancy as provided in Section 6.06 above.

- 6.14 – Due to the “Conflict of Interest Laws”, Board Members cannot be related to other Board Members within the fourth degree by blood, marriage or adoption.
- 6.15 – Directors shall read and become familiar with the Bylaws of the organization, shall be given a copy of the Bylaws during the meeting following the election at the Annual Meeting. Directors shall read and become familiar with the Bylaws before the October regular Board meeting, within twenty (20) days of being elected to the Board of Directors. The Workshop Manager shall deliver a copy of the Bylaws to new Directors within seven (7) days after their election. The Board of Directors shall review the bylaws at the next regularly scheduled board meeting after the new Directors’ election or appointment to the Board of Directors.
- 6.16 Individuals who are currently employed by Web-Co Custom Industries or who have terminated employment (including layoff or discharge) are not eligible to serve for a period of six months following employment. Former employees in good standing would be eligible subject to prior nominating committee approval.

ARTICLE VII – OFFICERS

Section 7.01 – Officers of the Board of Directors shall be elected from among the elected Directors at a meeting to be held immediately following the Annual Meeting. The officers of the Board shall be:

- 1) President;
- 2) Vice-President;
- 3) Treasurer; and
- 4) Secretary.

7.02 – The Officers of the Board of Directors shall serve one (1) year terms, or until their successors have been duly elected. No officer shall serve more than two (2) consecutive one (1) year terms in the same office.

7.03 – The duties of the officers shall be those which usually pertain to these offices.

7.04 – In the event that any office on the Board of Directors becomes vacant for any reason at any time other than at the officer election meeting described in Section 7.01 above, the following order of succession shall apply:

1) **President:** If the office of President becomes vacant, the Vice-President shall become temporary President and the Secretary shall become temporary Vice-President. At the next regularly scheduled Board meeting after the vacancy

occurs, the Nominating Committee shall present to the Board one or more candidates for the office of President, as provided for in Section 9.03 below. At that next regularly scheduled Board meeting, a new President shall be elected by a majority vote of the Board of Directors from among the candidates presented by the Nominating Committee. If no candidate for the office of President is elected by a majority vote of the Board of Directors, then the Nominating Committee shall present one or more new candidates for the office of President at the next regularly scheduled Board meeting, and a new President shall be elected by a majority vote of the Board of Directors from among the candidates presented by the Nominating Committee. The temporary officers named herein shall remain in their temporary offices until such time as the office of President is filled. The Secretary shall continue to hold the office of Secretary during the time he or she is serving as temporary Vice-President. Upon the filling of the office of President, the temporary officers named herein shall return to the offices they held immediately before the vacancy occurred.

2) **Vice-President:** If the office of Vice-President becomes vacant, the Secretary shall become temporary Vice-President. At the next regularly scheduled Board meeting after the vacancy occurs, the Nominating Committee shall present to the Board one or more candidates for the office of Vice-President, as provided for in Section 9.03 below. At that next regularly scheduled Board meeting, a new Vice-President shall be elected by a majority vote of the Board of Directors from among the candidates presented by the Nominating Committee. If no candidate for the office of Vice-President is elected by a majority vote of the Board of Directors, then the Nominating Committee shall present one or more new candidates for the office of Vice-President at the next regularly scheduled Board meeting, and a new Vice-President shall be elected by a majority vote of the Board of Directors from among the candidates presented by the Nominating Committee. The temporary officers named herein shall remain in their temporary offices until such time as the office of Vice-President is filled. The Secretary shall continue to hold the office of Secretary during the time he or she is serving as temporary Vice-President. Upon the filling of the office of Vice-President, the temporary officers named herein shall return to the offices they held immediately before the vacancy occurred.

3) **Treasurer:** If the office of Treasurer becomes vacant, the Secretary shall serve as temporary Treasurer. At the next regularly scheduled Board meeting after the vacancy occurs, the Nominating Committee shall present to the Board one or more candidates for the office of Treasurer, as provided for in Section 9.03 below.. At that next regularly scheduled Board meeting, a new Treasurer shall be elected by a majority vote of the Board of Directors from among the candidates presented by the Nominating Committee. If no candidate for the office of Treasurer is elected by a majority vote of the Board of Directors, then the Nominating Committee shall present one or more new candidates for the office of Treasurer at the next regularly scheduled Board meeting, and a new Treasurer shall be elected by a majority vote of the Board of Directors from among the

candidates presented by the Nominating Committee. The temporary officers named herein shall remain in their temporary offices until such time as the office of Treasurer is filled. The Secretary shall continue to hold the office of Secretary during the time he or she is serving as temporary Treasurer. Upon the filling of the office of Treasurer, the temporary officers named herein shall return to the offices they held immediately before the vacancy occurred.

4) **Secretary:** If the office of Secretary becomes vacant, the Vice President shall serve as temporary Secretary. At the next regularly scheduled Board meeting after the vacancy occurs, the Nominating Committee shall present to the Board one or more candidates for the office of Secretary, as provided for in Section 9.03 below.. At that next regularly scheduled Board meeting, a new Secretary shall be elected by a majority vote of the Board of Directors from among the candidates presented by the Nominating Committee. If no candidate for the office of Secretary is elected by a majority vote of the Board of Directors, then the Nominating Committee shall present one or more new candidates for the office of Secretary at the next regularly scheduled Board meeting, and a new Secretary shall be elected by a majority vote of the Board of Directors from among the candidates presented by the Nominating Committee. The temporary officers named herein shall remain in their temporary offices until such time as the office of Secretary is filled. The Vice-President shall continue to hold the office of Vice-President during the time he or she is serving as temporary Secretary. Upon the filling of the office of Secretary, the temporary officers named herein shall return to the offices they held immediately before the vacancy occurred.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section ~~8.01~~ ~~The Executive Committee shall consist of the president, vice president, treasurer, and secretary.~~

~~8.02~~ ~~The Workshop Manager, if possible, shall be an ex-officio member of the Executive Committee without a vote.~~

~~8.03~~ ~~Recommendations made, or actions taken, by the Executive Committee are subject to ratification by the Board.~~

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

~~8.05~~ ~~A quorum of the Executive committee shall be three (3) members.~~

8.01 – The Executive Committee shall consist of the Elected Officers of the Board of Directors. The elected officers shall be President, Vice-President, Secretary and treasurer. Except as otherwise required by law, or these Bylaws, the Executive Committee shall have such authority as the Board of directors shall grant to it for the management of the corporation. In the absence of a resolution expressly granting authority to the Executive Committee, the Executive Committee shall have authority to act for the Board of Directors, except that it shall not have authority to alter or amend these Bylaws; to remove or appoint members of the board of Directors; to elect or remove the officers or executive director, if any; to fill vacancies or a committee created under Article IX; to authorize distributions; or to adopt an annual budget. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

ARTICLE IX – STANDING COMMITTEES

Section 9.01 – There shall be the following standing committees appointed by the President with the approval of the Board:

- 1) Nominating Committee;
- 2) Policy and Personnel Committee;
- 3) Membership Committee; and
- 4) Finance Committee.

9.02 – Members of said committees shall serve for one (1) year or until their successors have been chosen. Each member of the Board of Directors shall be a member of at least one (1) committee.

9.03 – The Nominating Committee shall consist of five (5) members, two (2) of whom shall be members of the Board of Directors, one (1) of whom shall be a staff member of Web-Co Custom Industries, Inc., and two (2) of whom shall be members of the organization who are neither staff nor Directors. The Nominating Committee shall be responsible for presenting, at the Annual Meeting, candidates to fill the seats on the Board of Directors that are up for election. The Nominating Committee shall also be responsible for presenting candidates to the Board of Directors to fill vacancies occurring between Annual Meetings among Directors and Officers of the Board. The Chairman shall have served as a member of the Nominating Committee for the preceding year.

9.04 – The Policy and Personnel Committee shall be responsible for recommending to the Board of Directors all matters pertaining to personnel policies and procedures of the organization.

9.05 – The Membership Committee shall be responsible for recommending types of various membership, for maintaining an active membership and strengthening the community interest in the organization.

9.06 – The Finance Committee shall be for *the review of the monthly financials as presented. Management shall be responsible for preparing and presenting the annual budget, (if assistance is required) the finance committee may assist in the preparation. presenting the budget to the board, planning the financial program, and raising funds. The Treasurer shall be a member of the committee.* ~~The office of~~ *All board members and staff who have check signing authority and access to company funds* ~~Treasurer~~ shall be bonded; the premium for such a bond shall be paid by the organization.

9.07 – The President shall be empowered to appoint ad-hoc committees, with the approval of the Board, when the need arises. The President shall be an ex-officio member of all committees without a vote.

9.08 – The Workshop Manager shall be an ex-officio member, without vote, of all committees.

ARTICLE X – FUNDS OF THE ORGANIZATION

Section 10.01 – 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.

10.02 – All checks must be signed by two of the following: 1) the Treasurer, 2) the Workshop Manager, or 3) the President. Two individual signatures shall be required on all checks.

10.03 – Members of the Board of Directors and staff responsible for receiving and/or disbursement of funds must give adequate bond, commensurate with the usual amount of funds on hand, the premium thereof to be paid by the organization.

10.04 – No part of the net income of Web Co Custom Industries, Inc. may inure to the benefit of any shareholder *or Board of Directors* of the shareholder or individual.

ARTICLE XI – FISCAL YEAR

Section 11.01 – The fiscal year of the organization shall end on the 30th of June. All financial statements and reports shall be made up through and including that date.

11.02 – An audit of the organization's financial affairs shall be conducted at the end of the fiscal year and at such other times as may be determined by the Board of Directors.

11.03 – The Workshop Manager shall submit an annual report to the Board of Directors and to the membership of the organization at the Annual Meeting.

ARTICLE XII – AMENDMENTS

Section 12.01 – These Bylaws may be amended by a majority vote of the members present and voting at *the annual* membership meeting. A member must be physically present to vote. Proxy voting is not allowed. Cumulative voting is not allowed.

ARTICLE XIII – DISSOLUTION CLAUSE

Section 13.01 – Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one of more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE XIV – INDEMNIFICATION CLAUSE

Section 14.01- The Corporation shall indemnify and hold harmless any director of the corporation to the maximum extent allowed by the State of Missouri's Nonprofit Corporation Act.

Updated on September 24, 2018